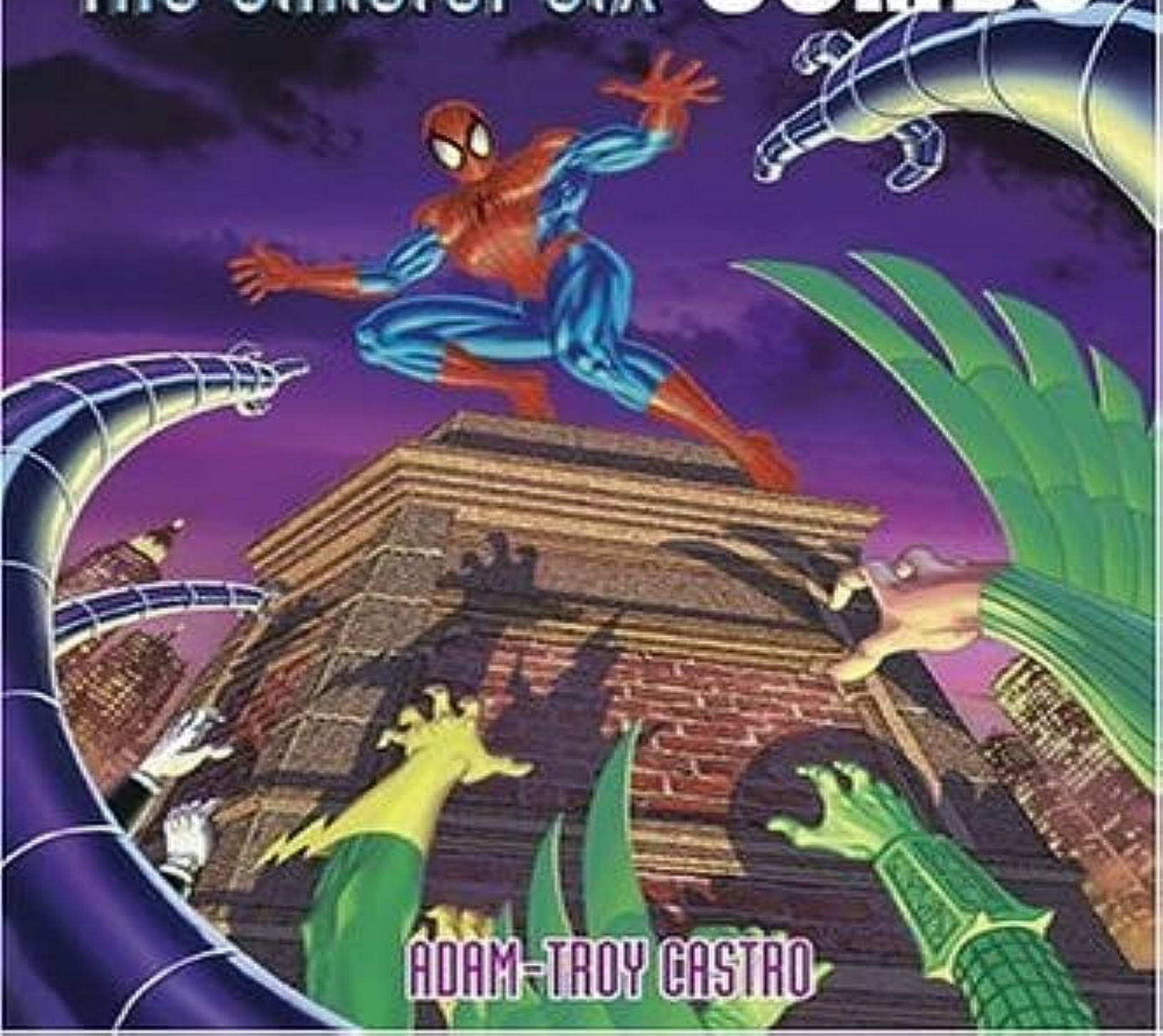


SPIDER-MAN

The Sinister Six **COMBO**



ADAM-TROY CASTRO

Spider-Man: The Sinister Six Combo

By

Adam-Troy Castro

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SPIDER-MAN THE SINISTER SIX COMBO

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SPIDER-MAN: THE

SINISTER SIX COMBO

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To Keith DeCandido, for being the sheet of protective plastic draping the watermelon-spattered front row of the literary Gallagher Concert that the writing of this novel has been; it may have been an awful lot of juice, and it's too bad things got so sticky, but viva la ridiculous metaphors, especially where life's sledgehammers are concerned; if you know what I mean.

Thanks also to Pete Rawlik, George Peterson, Judi Goodman, Meir Pann, Tom Cool, Dave Lowrey, and the other assorted past and present members of the SFSFS writing workshop.

AUTHOR'S NOTE

The lag between the writing of this novel, and its publication, has led to tremendous differences between the status of Peter Parker's life as depicted in this novel, and the current state of affairs as it appears in the regularly-published comic books.

Therefore, those of you who like to keep track of continuity should keep in mind that this book, and its upcoming sequel, both take place in the short period between the death of Peter's clone Ben Reilly, and Norman Osborne's villainous takeover of the *Daily Bugle*. During this point in Marvel history, Peter's Aunt May was still believed dead. Billy Walters and Peter Parker were edging toward friendship. Mary Jane Watson-Parker was an only sporadically-employed model and actress best known for her parts in soap operas and B-Movies. Spider-Man may have been distrusted by the authorities, but he still enjoyed something close to public acceptance on his better days. He was a reserve member of the super hero team known as the Avengers. So was his past (and, alas for those who believe in super-villain rehabilitation, future) enemy, the Sandman. The relations between Dr. Octopus and the rest of the Sinister Six were strained, but not yet the open vendetta they would someday become. Alert readers will no doubt notice other telltales, which may have changed drastically in the issues that followed. Who knows? By the time this advisory is printed, they might even have changed back.

Either way, I hope you enjoy this look into the not-so-distant past

SPIDERMAN

REVENGE OF THE SINISTER SIX

Adam-Troy Castro



Prologue



In the fires of war-torn Europe, in a world under assault by tyrants, he had emerged from nowhere to symbolize the terror of the times.

Nobody had ever seen his real face. Nobody had ever heard his real name. Nobody knew anything about him except that he advised conquerors, commanded armies, and embodied the chaos a few charismatic madmen had set loose upon the world.

And they knew one other thing: that he could not be killed. In the course of his mad crusade, he was shot, blown up, thrown off bridges, buried beneath cave-ins, trapped in crashing airplanes and in exploding dirigibles... and yet he kept coming back, his perversely triumphant laughter a mockery of everything that had ever been noble about the human race. He wore a death's-head, stained scarlet as if it had been drenched in blood... and when he finally disappeared, after the Allied victories in Europe and the Pacific, the world finally dared to hope that it would not see his like again.

For years, that hope had seemed justified.

But that hope had been false.

The man who wore the mantle of the Red Skull sat behind a mahogany desk in the back room of a warehouse in Tangiers. The warehouse was a nondescript white building on the outside, a luxuriously appointed office on the inside. The floor was polished marble, the tapestries rich velvet, the framed painting on one wall a Rembrandt missing since the war. The chamber was pleasantly appointed in the manner of the region, its alcoves punctuated with potted palms and doorways curtained off with beads; it seemed more appropriate as the headquarters of a wealthy rug merchant than that of a notorious monster whose name could still inflict nightmares.

It was necessary, though. As the war that had spawned the Red Skull had proven, even the greatest terror requires a certain degree of... bureaucracy. Paperwork. Employee relations. That sort of thing. It may not have been as exhilarating as battle, but wars are won by more than battle.

The Skull was deeply involved in a telephone conversation with one of his lieutenants, involving a discipline problem at one of his desert bases, when two of his other associates entered. It was the young American couple. Estranged from their government, and desperate for cash, they had been here several times in the past several weeks, selling assorted classified information at exorbitant prices. They were charming and attractive people, when they wanted to be; but they were also cynical, ruthless, and sociopathic, not to mention downright nasty to each other, which made them the kind of associates the Skull most appreciated. The Skull, who did not feel affection for many people, had come to look forward to their visits; he had always been unfailingly pleasant to them, paying them promptly and in cash, and never failing to compliment the woman on her beauty. The Skull, who was genuinely happy to see them, smiled as they were ushered into his presence. He gestured toward a pair of plush chairs, showed them the phone so they'd know he'd be a few minutes yet, and nodded pleasantly as they sat.

Today, as they awaited his pleasure, shooting daggers at each other with their eyes, the Red Skull regarded the pair as if seeing them for the first time. The man was a blandly handsome, athletic ex-soldier in his early thirties, notable for a certain boyishness that made him look younger—and therefore less formidable—than he really was. He had a strong jawline, and intense brown eyes that precisely matched the color of his close-cropped brown hair: features that made him likeable when he wanted to express warmth but could also be frightening and full of gravity when circumstances required him to be cold. They'd been cold a lot, lately: the look of a man who'd become embittered and disillusioned and interested only in the bottom line. The Red Skull had known him only a short time before judging him the most effective kind of monster: the kind almost impossible to recognize as a monster.

The wife was a soft-faced, black-haired woman whose fresh, country-mouse features should not have been able to convey the cruel, uncaring

greed of the person the Red Skull had known these past four weeks. Conventionally pretty, she usually smiled only to express satisfaction in cruelties successfully inflicted—but the Skull had seen her wear warmth and innocence equally well. The rest of the time, she was openly contemptuous of her husband, frankly disinterested in anything but money, and capable of tolerating even the most brutal atrocities as long as they provided her with a momentary advantage. From the nasty looks she gave her husband today, they must have had one of their frequent fights—a common-enough occurrence in marriages that seemed to be cemented more by mutual hatred than mutual affection. The Red Skull felt a certain degree of admiration for such unions; he was himself a man incapable of love, who understood no other kind of alliance.

He kept them waiting ten minutes while he barked Arabic into his desk phone, nodding again as another associate entered the room. This one was a tall, gray-haired figure in his seventies who despite the heat wore both an elegantly tailored black suit and a long white raincoat loosely draped around his shoulders. It was the affectation of a man obsessed with his self-image who thought he looked more fashionable that way. The Red Skull privately considered the look ludicrous, but the old man had his own uses.

The American grew grim, even impatient. His shrew of a wife looked bored. The old man in the raincoat chain-smoked Gauloises and stared at them, his expression as blank as that of any corpse. They were clearly taking each other's measures—a more than natural act for people who could be ordered to kill at any time.

The kind of people the Red Skull appreciated.

His previous business concluded, the Red Skull hung up the phone, and allowed the mockery of a warm smile to spread over his ghoulish, rubbery features. "My apologies," he said, as he removed a French cigarette from the dispenser on his desk and fitted it into his obsidian cigarette holder. "The major problem with being the hand's-on leader of an organization as far-reaching as mine. There are always annoying details to iron out for those employees whose work is not quite, shall we say... up to expectations."

The American grinned nastily. “You never struck me as an understanding boss.”

“Oh, I’m not. Trust me, I’m not. Indeed, this little labor problem will probably result in a number of summary executions.” The Red Skull lit his cigarette and blew out a plume of smoke, aware as always that his death’s-head features rendered the effect positively demonic. “But it is a pleasure seeing you again, Richard. And you, Mary. You have become almost family to me, these past few weeks.”

The Americans nodded, their eyes showing no real warmth.

The Red Skull’s gaze flickered toward the man in the raincoat. “I would like you both to meet my oldest and most loyal employee. His name is Karl, but his professional name—one I am pleased to note I personally provided for him—is The finisher.”

The man in the raincoat nodded almost imperceptibly.

“An assassin?” the American said.

“A... facilitator, you might say. Assassination has long been within his many duties. Why? Are you surprised?”

The American shrugged. “He seems a bit... old and feeble for the work.”

The Finisher pursed his lips unpleasantly at that.

The Red Skull chuckled at the blood successfully drawn. “He probably would be, if martial artistry were among his required skills. No, his gifts lie in organization—in planning. In the setting of traps. And he has proven quite useful to me many times in the past.”

“I have killed countless men,” the finisher intoned, in what was clearly a challenge to the American. “Can you say the same?”

“Try me,” the American said.

Another moment and the finisher might have taken him up on it.

But the Red Skull waved away the incipient hostilities with his hand. “Please. We are allies here. Indeed, I called you here today for a specific assignment. Are you interested?”

“As long as the price is right,” Mary said.

“Her husband flinched unpleasantly at the sound of her voice. We’re discussing business, darling. Will you please shut your pretty mouth long enough for the man to tell us what he has in mind?”

“No, I will not,” she said stridently. She turned to the Skull, her eyes afire with low mercenary cunning. “I have to take charge of such things, because my husband has never shown a head for it. Don’t worry. We can do anything you want us to do—and we’ll do it gladly. But it has to pay. We have expenses. We need cash—and lots of it.”

“You will have it,” the Red Skull said, with a mildness that belied his fearsome reputation. “I promise you, I have every intention of making sure you both get what’s coming to you. You need not agree unless you’re pleased with the terms. But the nature of your task—”

“Go ahead,” the woman said. “As long as you know that I’m the one making the final decision here.”

Growling in a manner that perfectly captured his growing disgust with his wife, the American stood up and turned his back on her, facing the Red Skull again. Ignoring his anger, the woman glanced at the Finisher, whose eyes had tracked her husband across the room; her own eyes narrowed suspiciously, and she took on the look of a cat about to hiss.

The Red Skull turned his attention to the husband. “It is a small task. A minor one, for fair recompense. However, it is one that, if performed without flaw, might well lead to more lucrative opportunities for you both. Thanks to my sponsors across the globe, I pay my mercenaries generously.”

“If it will establish our credentials,” the American said, “my wife and I agree to it.”

“Commendable,” said the Skull. “So willing to cooperate.” The Red Skull drummed his gloved fingertips upon the desk, gathered his thoughts, and said, “It is a courier assignment I have some very important papers for you to deliver. They must be brought to a certain location in Prague. The delivery will be... opposed, but the papers must not fall into American hands. Is that clear?”

“You can count on me. Skull.”

“Yes,” the Red Skull said, his smile growing, “I am sure I can.” He reached into his desk and pulled out a business-sized envelope sealed with

wax. “The letter inside is encrypted, of course. You are not to open it for any reason. The Finisher, here, will drive you to the airport and provide you with your destination and your contacts.”

“You haven’t mentioned payment,” the woman said.

“Mary,” the American said between clenched teeth, “shut up!”

That actually elicited a chuckle from the butcher behind the desk. “No, no... she has a legitimate point. You will find a hundred thousand in laundered American dollars in a secure briefcase in the rear of your plane.” He gave the letter to the American, who took it, bowed, slightly, and visibly burning with pretended irritation at his wife, turned away to follow Mary and the Finisher out the door.

They had almost but not quite, made their getaway before the Red Skull called after them. “Remember! This mission is highly critical!”

“I’ll make sure it gets done,” the woman said.

“I know my job!” the American muttered, not bothering to look at her.

“Of course!” the Red Skull said, with a gaiety that would have surprised most of his victims. “Of *course* you do!”

It was a small plane: single engine, two-seater, built for utility rather than speed, maneuverability, or comfort. The two people aboard could feel every alteration in the air currents right through the soles of their shoes. That wasn’t the problem; they’d both flown this model many times before, sometimes in the line of duty, and sometimes just for fun. If there was any unspoken fear between them, any uncertainty of living to see their next sunset it had nothing to do with the plane. It had to do with what they’d just left behind on the ground—and what they’d be able to reclaim when they touched ground again.

Even so, the pilot Richard Barker, sighed with unexpected relief as he banked to head into the desert. “Almost there,” he said.

In another context it might have seemed a silly comment. After all, they’d just taken off, and their rendezvous—not the one on their official flight plan—was still two hours away. How could they be almost there when their flight had only started?

But his wife Mary, who occupied the passenger seat understood his sentiments perfectly. He was not just talking about the flight but about the longer journey that had consumed their every waking moment for the past four weeks: a journey that had led them across three continents, to the side of a monster. She showed her husband a pale smile. "Almost."

"We'll be home soon."

"I know."

They were two people who could not have been more alive. They were young, and healthy, and desperately in love with each other, and living a life filled with the glory and adventure that most of their contemporaries grasped only in dreams. They were doing something vitally important that they both believed in with all their hearts, and they had something to return home to, when this temporary little nightmare was done.

Richard said: "You have the feeling I do? Of needing a nice long bath?"

Mary shuddered, thinking back to the people they'd both been dealing with for the past four weeks. "They were pretty awful, weren't they?"

"Yeah... well... so were we, this time."

It was a reference to the personalities they'd adopted, over this past month: personalities that better suited a couple supposedly willing to betray their country for money. They'd both acted pretty contemptible. "Don't remind me," she said. "I'm still counting up all the things you said that made me want to slap you."

"Coming from the conniving dragon lady I've had to live with this past month, that's high praise." He shook his head with genuine admiration. "You have a knack for evil, honey. I was almost afraid of turning my back on you."

"Well," she said, "maybe next time you do, you'll be in for a surprise."

He raised an eyebrow. "I'll take you up on that."

"Mmm-hmmm." But though she wanted to continue flirting, the words died in her throat. She couldn't now. Not while she felt so unclean.

She knew she shouldn't. It had been duty: nothing more. And they'd soon be able to put it behind them. As she glanced out the window, staring not at the ground but at the bright, cloudless sky, she took comfort in the

awareness that this same sky also sheltered Cairo, and their next stop London, and their next stop Washington, and their next stop after that—where they planned to stay a while—Forest Hills, Queens.

Her features softened even more when she thought of that last place. She'd left something very precious behind in that place. She knew she wouldn't feel right until she was back there.

Why had this particular assignment taken so much out of her? This wasn't the first time her profession had required her to pretend to be somebody else; more than once she'd had to be people she wouldn't have liked. But this time she had trouble dealing with the person she'd been pretending to be. Maybe because this time, she and her husband had been using their own names. They hadn't altered their looks, or used fake identities, or assumed backgrounds at all different from their own—all elements capable of providing a little emotional distance from the unsavory natures of the characters they were sometimes obliged to play. This time, for reasons that had seemed to make some sense at the time, they'd remained Richard and Mary Parker, albeit a sick, funhouse-mirror version of themselves, not only willing but anxious to sell out to the highest bidder. They'd pretended to be unhappily married, and staying together only out of mutual hunger for the payday that their intelligence connections could buy. Remaining herself, and simultaneously becoming a woman she would have crossed the street to avoid, had bothered her a lot more than she'd expected. Especially since her own transformation had been mirrored by the acts and words and carefully sculpted cruelties of her husband.

Yes That was part of what was bothering her.

But part of it was also the nature of this particular mission: finding, and gaining the trust of, one of the worst monsters who had ever lived. Sitting in the same room with him. Sharing a drink with him. Even joking with him. Pretending that the very sight of him didn't make her sick to her stomach.

She took comfort in the knowledge that Richard was making an unauthorized course correction that would take them, not on the first leg of a journey to Prague, but toward a prearranged offshore rendezvous that would provide them transportation toward their planned debriefing in Cairo. They were still carrying coded information and a hundred thousand in

laundered cash. But their true cargo was themselves. Their intelligence would enable Interpol, backed by United Nations peacekeeping forces, to smash the Skull and his organization forever.

Richard said: “You know, I thought he would look silly.”

She turned away from the window. “You did?”

“Uh huh. Oh, I know he’s a monster and a maniac and a mass-murderer... but somehow, without realizing it, I always imagined that my biggest problem when we finally found him would be managing to keep a straight face. I pictured a rubber novelty mask, pulled down over his head, being able to see his real eyes and real lips through the slits. But...that’s not the way it is when you meet him, is it? That mask of his really works. It really is like being in a room with the face of death.” He grimaced. “Maybe the good guys ought to wear masks more often.”

“Or maybe not.”

Richard didn’t immediately get the irony. “It’s not a bad idea, if you think about it. An all-concealing mask like that, on somebody who wants to scare the bad guys instead of the good. Maybe—”

She rested her hand on his arm. “Or maybe not. Maybe there have been enough masks. At least for us there have.”

He glanced down at her hand, and then at her face. And then this time he got it. He saw where her heart was, and joined her in casting his thoughts to a poor child waiting in that small house in Forest Hills, and he swallowed heavily as all his enthusiasm was suddenly replaced by longing and shame. His expression softened. “I thought you enjoyed the work.”

“I did. For a long time. But not any more.”

“You want to quit?”

“I think we both should,” she said. “And you know why.”

It took him a second to understand what she meant.

Then his eyes searched hers. “We’ll make it up to him. You know we will.”

“Yes. And I also know we’ve both said that before. It’s the kind of promise that keeps getting postponed, for years on end until it’s far too late. The kind that robs children of their childhoods and parents of the chance to

see their kids grow up. I think we're fooling ourselves. I think that if we're ever going to make it up to him, I think it's high time we both got started."

For almost a full minute, the only sound in the tiny cockpit was engine noise.

And then Richard shook his head ruefully. "You know, every once in a while, you remind me why I love you."

"Is that a yes?"

"It's a 'yes.' You're absolutely right. We owe it to him. And to each other. We can tender our resignations right after debriefing."

Mary could scarcely believe she'd persuaded him without an argument. "And you're sure? Really?"

"Hey. After setting up the Red Skull, where can we possibly go but down?"

Against her will, she felt her vision start to go blurry. It was stupid to cry, of course; tough undercover agents just don't do that sort of thing. Not even with happiness welling up from someplace deep inside, and burdens long shouldered about to be exchanged for a new and idyllic life.

That's when they both found out that the Skull's parting words to them had not been faith in their loyalty, but a deadly, knowing sarcasm.

The engine noise changed character, from a steady, comforting roar, to an angry protesting wail. The cockpit shuddered, the wheel jerked in Richard's hands, and the steady vibration beneath their feet became the insistent jerking of a vehicle abruptly determined to shake itself to pieces. The noise was deafening. Richard had to scream, to make himself heard, "The controls! They've seized up! They're not responding at all!"

"It's the Skull's doing!" she shouted back. "He's learned the truth about us!"

"But the money! The hundred thousand! Why would he—" Realization hit, and his face was stricken. "My God! He's setting us up as real traitors! He wants the home office to think we really sold out to him! He's—"

The aircraft lurched, and the windshield filled with a view of the ground far below. Almost no sky was visible. Mary's body jerked painfully against her seat restraint. Something in the cargo hold smashed against the fuselage,

the cabin filled with roaring wind, and the air around them was suddenly alive with fluttering hundred-dollar bills, flying all around them like a perfect visual accompaniment to the hornet noise of the sabotaged engine. She saw her pocketbook sail past trailing its contents like confetti. She smelled smoke. She knew without looking that if she unbuckled herself and survived the uncontrollable turbulence long enough to get to the parachutes, they would be totally useless:

slashed, or in shreds, or replaced with booby-trapped replicas. She screamed: “Can you regain control? Can you land?”

“It’s going to be close! But if I can only level out—”

Richard Parker performed magic with that plummeting airplane. He showed courage and resourcefulness that would have had most professional pilots shaking their heads in admiration. He imposed his will on the locked controls, exerting what influence he could, refusing to go gently into that good night.

He came tragically close to managing it. The plane did start to level off. Had the Parkers been cruising at another five hundred feet, he would have managed a bumpy but passable landing, reducing the incident to just another anecdote about the kind of cliffhanging hair’s-breadth escape that came so frequently in the lives of top undercover agents like Richard and Mary Parker.

Alas. They weren’t frying at another five hundred feet.

They were both killed on impact.

The crash destroyed so much. Their lives. The future they might have known. And for a time, even their good name. The small fragments of planted evidence that survived the fire Was enough to brand them both as traitors to their country, until the day many years later when their grownup son, Peter, by then the super hero known as Spider-Man, traveled to Tangiers and discovered the evidence that cleared their names.

For many more years, Peter would consider this a happy ending, of sorts.

And then...

Peter was having an unusually normal evening, for once—a rarity for him, since the radioactive spider bite that had turned much of his life into a series of battles with megalomaniacal super-villains. It was winter, but the particularly bitter cold of the last few days had lightened a little,, just enough to set the stage for storms yet to come; tired from days of chasing a particularly violent perpetrator all over New York City, he had returned to his clapboard house in Forest Hills, eaten dinner with his wife, Mary Jane, and fallen asleep at 8 PM cuddling with her over sitcoms.

A normal, quiet evening.

A little bit after 9, he saw Mary Jane come down the stairs with something under her arm. It took him a second to recognize it as a photo album and several seconds more to connect that with some long-lost photographs of his parents she had found inside an old dresser a week earlier. The album itself was new; Mary Jane must have purchased it just for the shots in question. A sheepish grin spread across his face. “Oh boy. Would you believe I actually forgot all about those?”

Her green eyes twinkled. “I don’t blame you, Tiger. The last few days, you had a lot on your mind.” She kissed him as she gave him the album. “Go ahead, take a look. I’ll put on a coffee for my favorite caffeine fiend.”

“Hey, I’m not a caffeine fiend!”

“Are you kidding? You’re an absolute addict It’s probably what gives you the ability to climb walls.”

“Naah. I got Jonah for that.”

The reference to his newspaper-publisher boss, who was not to put it mildly, the most congenial employer in the world, made her smile again as she toodled off to put on the coffee.

He set the album down on the coffee table and sat down on the couch to examine it. As he turned the pages, appreciating once again just how beautiful his mother had been, and how much he looked like his father, he was grateful to see that Mary Jane had even organized the snaps into something approaching chronological order. They were mostly pictures of his mother and father in some vaguely European city, but there were also pictures set in Washington, D.C., and others posing them alongside Peter’s also deceased Uncle Ben and Aunt May. His eyes misted as he gazed

through these little windows into his lost past. His parents had died so early in his life, and had been gone so frequently before their untimely deaths, that he barely remembered them, but what he did remember he missed. So he lingered especially long on the closeups, measuring the paradoxically familiar nature of those closeups against the scanty store of memories they had provided him.

It was sad, but nothing more than that His Uncle Ben and Aunt May had done a fine job raising him. They had been his real parents, in every important way. He had never had a problem finding enough room in his heart to also love the memory of the biological parents who had been taken from him so soon. He had never been able to find it in himself to resent his Mom and Dad for letting their responsibilities get in the way of their parental duties. As Spider-Man, he had already learned the heavy price paid by those forced to shoulder such greater-responsibilities. He knew his parents had loved him; he knew that they had made sure he was loved. And he knew that that was more than what many people had.

Peter Parker, who had not made his peace with many things in his life, had made his peace with that.

But all of a sudden, now, looking at their photographs, he felt that peace shattered. The world turned upside down. He sat bolt upright his heart pounding like a jackhammer in his chest After three attempts at speech, he croaked: “M-mary Jane! Mary Jane!”

She poked her head out of the kitchen. “What?”

“These pictures—I can’t believe it-!”

She raced over. “What? WHAT?”

He rotated the album and tapped three pictures appearing on opposite pages. One was a picture of his mother pregnant in some rain-clouded European city; one was a picture of both his parents beaming as they posed beside a baby stroller; one was of his radiant mother posing before a picket fence with a round-faced infant in her arms. Peter had seen all of these shots just the other night when he made his first cursory scan of the collection, but he hadn’t looked closely enough to notice what now seemed obvious.

“I don’t see anything unusual,” Mary Jane said.

“Look at the dates,” he said, in a voice that sounded very lost and very far away.

Mary Jane examined the developing dates stamped on the white borders of each photograph. Her puzzlement gave way to a frown, and then to shock. “Peter, the pictures of your Mom pregnant are dated almost two years before you were born. And the one of her holding the baby...” She looked at him. “That baby’s wearing pink. That’s—”

“A girl,” Peter said. His voice broke. “My sister. Nobody ever mentioned it but I have a sister.” He looked at Mary Jane; she was easily as stunned as he was. The next obvious questions occurred to both of them, but Peter was the one who asked them out loud: “But where is she? What happened to her? Is she even still alive?”

The questions hung in the air between them.

They both knew that Peter being the man he was, he would not rest until they were answered.



Chapter One



Manhattan is a city of secrets. Pick any house and you can find a murder, a theft, a lie, a miracle, an obsession, a love story, a hidden resentment—or a gathering of monsters.

The five men in the townhouse were monsters.

They did not think of themselves as monsters. They were, like many monsters, the stars of their own personal movies; they lived their lives and committed their crimes and fought their wars and experienced absolutely no difficulty justifying everything they chose to do. They had power; they used it; they wanted something, they took it; they hated something, they destroyed it. To their minds, this was as elementary as arithmetic, as basic as the alphabet and as beyond debate as gravity. But they were monsters all the same. For even one of them to be free was an obscenity. For all five to be at large at the same time—warm, comfortable, and free to come and go as they wished—was a threat to everything that lived.

Because they had this in common, and because they possessed a certain easy familiarity with one another—mostly expressed in shoptalk, wry remarks, and solicitousness of one another's feelings—it would have been easy to mistake them as friends. But they were not friends. They were not the kind of men who made friends. They may have affected an easy cordiality, and they may have been respectful of each other's needs, but that was just one of the prices of partnership—a requirement that made working together not only desirable but possible. Beyond that, they all knew that while circumstances required working together now, a momentary change of fortune could easily place them at each other's throats at any moment. Until then, it was wise to remain separate nations, existing in uneasy truce,

shunning open warfare only because of the benefits to be found in mutual association.

It helped, of course, that this was one of the most luxurious headquarters they had ever shared. It was an exceedingly comfortable townhouse: airy, well-lit with enough bedrooms to accommodate twice as many guests. There was a well-stocked library, with both popular and scholarly reading; a huge kitchen excellently stocked with the basics and with prepared gourmet meals; a collection of fine wines; a huge fireplace with enough chopped wood to keep it burning for a month; a stereo and a projection TV. It was a fine place to wait... if only for a little while. But the confinement had begun to pall for all of them.

The one named Quentin Beck sat on the couch, scowling at the TV. He scowled, in part, because it was the expression he wore most of the time—it was the look the muscles of his face assumed at rest, and the look that best summarized his opinion of the world. When he smiled, which wasn't often, nobody considered it an improvement. An athletically-built man in his late forties, Beck had black eyes that constantly burned his resentment over past injustices. He occupied the couch about as comfortably as a jaguar about to pounce.

Even pointing the remote control, he had the look of a swordsman presenting his rapier. When the static overwhelming the TV picture decided to stay right where it was, he openly snarled. "Some safehouse!" he growled, glaring at the others. "They couldn't even get the cable to work!"

The stooped old man by the canary cage grunted. "I had no problem last night." His name was Adrian Toomes, and he bore the various insults of old age like a gnarled old tree far too rigid to fall. He had ragged yellowing teeth, a long pointed nose, and a leathery old scalp flecked with liver spots. Today he was dressed in a ratty green sweater, gray old-man pants, and a tweed jacket, all of which looked like they'd been salvaged from a clothing donation bin. Anybody who saw him for the first time would have thought him feeble, expecting the first strong wind to blow him over. It was an impression Toomes cultivated. A very wrong impression. He said: "Watched *The Birdman of Alcatraz*. Perfect reception. Whatever's wrong now is new."

The TV screen showed only a blizzard of static. Beck grunted again. “Remind me to kill everybody at the cable company.” (As always, when he said such things, he was serious. He’d indulged such vendettas before—most recently, against old associates, less than a week ago.) “I ought to go right now, in fact. I can probably be back before our mysterious patron decides to show up.”

Max Dillon, who had claimed the easy chair, chuckled grimly. “You want some help, Beck? I’m up for it I’m more stir-crazy here than I was in prison.” He was significantly younger than the other two; a crewcut man of average height and average build whose lean face would have been completely forgettable if not for the chain-lightning that seemed to flash behind his dark, hate-filled eyes. Even that might have been easy to ignore were it not for his unique method of fidgeting: namely, by maintaining an arc of jagged, buzzing electricity from one index finger to the other. The fingers themselves were invisible in the glow. “Maybe we can go down to Times Square. Lots of lights in Times Square. Lots of things to do...”

Toomes cackled. “Things to blow up, you mean.”

“Same difference,” Dillon said, shooting off an especially strong spark just for emphasis.

At which point the snow on the screen intensified, and Quentin Beck exploded in realization, “For God’s sake. Max, do you know why I can’t get a TV picture? I’ll tell you why! Because you’re doing that thing with your hands! You’re the one making the static!”

Dillon was abashed. “Sorry, Beck.” He made a gesture, and the lightning sucked back into his fingertips. As soon as it did, the picture on the screen cleared up considerably. Snow still polluted the image, but Humphrey Bogart and Ingrid Bergman were discernable, exchanging goodbyes as an airplane revved up in the background.

Beck was not at all disturbed to find the movie almost over. Indeed, he was almost gleeful. “See that airplane, Max? The one with all the workmen around it? It’s not real! They used a half-size model, and hired midgets as extras! Isn’t that brilliant? Isn’t that a monument to the power of illusion?”

Dillon grunted. “Fascinatin’. I’d rather blow up Times Square.”

At which point the President of the United States came down the stairs in a velvet smoking jacket. The expression on his face was anything but presidential; it was, in fact, more demented, off-balance, and downright cruel than anything even his staunchest opponents in the opposition party would have ever expected of him. He spoke to the other men in the room in the same deep, measured voice he had used during his last State of the Union Address: "I know how you feel, my friends. We all crave some kind of decisive action; we have all had to put aside our own personal ambitions for the sake of meeting our contractual obligations. Believe me when I say that I share your pain."

Toomes had gotten the canary to perch on his finger. "It wasn't funny the first time, Smerdyakov."

The President of the United States shimmered, faded, and was replaced by a form without identity, without personality, and without character. Despite that the change was noticeable. The new figure was Anatoly Smerdyakov, whose real face was forever hidden behind his featureless white mask; though the mask was flexible enough to allow facial expressions, it was also inherently distancing. Only his blue eyes, shining coldly through the eyeholes, testified to the maliciousness of the soul beneath. He said, "I am sorry, my old friend. In fact I must apologize to all of you. When I gathered you together here, I did not know how long it would take our patron to finalize his arrangements."

"Yeah, well," Dillon said. "Whoever he is, you oughtta tell him we're big time. We don't sit around cooling our heels for nobody."

"You will be able to tell him yourself," Smerdyakov said. "I just got off the phone with him. He called from his limousine to say he'll be arriving within the next couple of minutes."

"Finally!" Toomes murmured, placing the canary back in its cage.

"Really," Dillon said. "It's gonna be a relief, just seeing what the guy looks like!"

They had all been waiting to meet Smerdyakov's employer for several days. Smerdyakov, the only one who even knew who he was, had gathered them together for just that purpose, a process that in three cases had required him to first liberate them from police or military custody. To make

sure they stayed put, he'd even paid them each fifty thousand dollars in cash just to agree to listen to this mystery figure's proposal. They were grateful for that, of course, but they were not men with long memories in terms of debts that needed to be repaid—unless, of course, those debts involved vows of revenge, which they'd all been known to nurse for years at a time. A fifty-thousand dollar retainer did not fall into that category. It was just commerce, and at that rather petty commerce by their standards. Another couple of hours of inactivity, getting on each other's nerves, and they would have considered the retainer a fair fee for having their time wasted like this.

Beck glanced at the stairs. "Have you woken up the Doctor? He's going to want to be here for this."

"I looked in on him before I came down. He—"

A voice like Antarctica in winter finished the sentence for him. "—was not sleeping."

It was Otto Octavius coming down the stairs.

Nobody who looked at Octavius now would have suspected him of being one of the most dangerous men alive. He was a short, softly-rounded man, with a noticeable gut and shoulders that tapered to a head without much of a pause for a neck. He wore his hair in soup bowl-bangs that made it look like an alien presence on his head, and he peered at the world through coke-bottle spectacles that magnified his eyes to almost twice their actual size. His walk was especially odd for a man so physically unimpressive—it gave the impression that he was used to being much larger than he was. He seemed incomplete—and he was, because he was not used to possessing only the normal human allotment of limbs.

Smiling, he might have been a clown. Grimacing the way he was, he exuded hate at the world and everything in it.

All four of the others fell into uneasy silence as he faced them from the base of the stairs. Beck narrowed his eyes; Dillon frankly stared; Toomes grinned with absolutely no sympathy at all; Smerdyakov hid his reaction behind a freshly blanked mask.

Octavius faced them all. "I have been trying to reestablish contact with my arms."

He meant his mechanical arms, which were far more precious to him than the soft, fragile flesh-and-blood things he'd been born with.

Dillon said: "No luck, huh?"

Octavius turned toward him and sneered—a totally off-putting expression, but one which coming from him might have been sincere thanks for the sympathy. "Luck has nothing to do with it My rapport with those arms is absolute; in the past, I've been able to control them from a hundred miles away. I should be able to reach them, but as hard as I try, I still sense... nothing. Either they're locked up behind state-of-the art psionic shielding... or they've been..."

And for a moment the arrogant mask slipped. Octavius couldn't bring himself to say what he was thinking. He looked down, and descended the rest of the way down the stairs.

"They're made of adamantium," Beck said. "The only truly indestructible metal in the world. Do you really believe they could have been disassembled?"

"It would not be easy. Their individual components are connected so intricately that it would take a scanning electron microscope just to locate the seams. But they are made out of moving parts, and they can be disassembled for servicing, and my enemies in the law-enforcement community—which is to say, all of them—must be profoundly motivated to find a way to take them apart What if the authorities have managed it? Can you imagine how ruthlessly they'll destroy the cybernetics inside? How distantly they'll scatter the pieces? How impossible it would have to be, to track down those parts and make them what they once were?"

"Maybe you can put together another set." Dillon suggested.

Octavius did not look at him. "I could. But I wouldn't be psionically linked with them. They would not be part of me. They would not be mine. They would be dead... things."

The general silence that followed this was broken only by a soft chuckle from Toomes. Everybody looked at him, with various degrees of disbelief; he just faced them down with a broad, superior, unrepentant smirk. It should not have been a surprise; Toomes was a malicious old man at the best of times, and he'd been nursing a grudge against Octavius for a couple

of years now. Stemming from a certain occasion where the not-quite-Good Doctor had been less than forthcoming with his partners in crime, it was not quite the murderous vendetta that Toomes had sworn that day... but it was still grim satisfaction at seeing the supremely arrogant Octavius get taken down a peg.

A complete Octavius would have torn the townhouse down all around them in his determination to make Toomes pay for the casual insult.

Toomes might have wreaked as much damage just fighting back.

But this Octavius was not complete.

He just glared.

It was Smerdyakov who attempted to break the tension. “Come, my friends. We are all professionals here. We know where we stand with each other... and where we don’t. We should remain civil, so we can hear our benefactor’s proposal. I promise you, it will be worth everybody’s time.”

Octavius continued glaring at Toomes. “Do you think I am helpless without my arms? I am still the world’s leading authority on radiation. You do not know how much I could do if I—”

The doorbell rang.

Smerdyakov said: “Hold that thought.” He transformed again, this time into an actor currently in a TV sitcom about a pompous butler, just to go to the door. He did not actually open the door until he peered through the peephole and confirmed that the people outside did not include the NYPD, the FBI, the Avengers, or anybody else in the superheroic or law-enforcement communities. Then he said, “It’s them,” and let the newcomers in.

There were two of them.

The first was one of those rare old men who retain both impressive height and perfect posture while the rest of their contemporaries seem to shrivel like salted slugs; though he walked with a cane, it was clearly an affectation of his advanced years and not an emblem of physical weakness. He wore a hat and an unbuttoned camelhair coat over an elegant black suit that fit him far too well to be anything but tailor-made. His face, though obviously well-lined—enough to establish him as at least as old as Toomes

—had aged in a manner that emphasized his aristocratic nature; between his flaring white eyebrows and his elegantly sculpted cheekbones and his aura of intense self-satisfaction, it was clearly the face of a man who had succeeded in all of his ambitions, and who had every reason to believe that the world would continue to provide. It was even still possible to think of him as handsome, and imagine how very striking he must have been as a younger man. But there was a coldness to him; the chill that followed him as he marched through the door had nothing to do with the January temperatures outside. Dillon murmured, “My God. It’s Boris Karloff.” Beck whispered back, “The actor? He’s been dead for years!”

“I know! But this guy looks like Boris Karloff!” The woman who entered next looked like a teenaged girl; she was thin, and round-faced, and only a hair above five feet tall, with a button nose and big brown war-orphan eyes that seemed like a catalogue of every bad thing that had ever happened to her. As she came further into the room, following the old man like a puppy afraid of being abandoned, the others perceived a face slightly older than they’d originally estimated; she was probably in her mid-to-late twenties, but still hard to consider anything but a frightened child. She wore no hat; her short brown hair, so dark it was practically black, sat slightly wind-tossed above ears and cheeks that had turned pink from the cold. The vertical white scars on both those cheeks stood out in sharp relief. She wore a plain black muffler, a zipped white jacket and tight black pants with legwarmers and boots. Unlike the old man, she did not make eye contact with the others. She just averted her eyes and stood behind him, as if waiting for a cue.

The air surrounding Max Dillon glowed impressively before resuming its normal level of contrast as he muttered, “Uh.”

The old man’s eyes flickered in his direction, before looking away. “Good evening, my friends. I apologize for the long wait. As with any worthwhile venture, the details proliferated in the planning.” He removed his hat—revealing a thinned but still impressive head of white hair... then took off his coat and handed both to the woman, who took them without hesitation. “Introduce us, Anatoly.”

It was not spoken as a request, or even as an order, but as a command. Everybody in the room heard the subtle difference.

“With pleasure,” Smerdyakov said. “The man on the couch is Quentin Beck, aka Mysterio, the master of special effects and illusion. If you recall, you personally observed his handiwork, destroying that Broadway theatre, just a few days ago.”

As the old man crossed the room, stabbing the floor with his cane, he walked right past the others without acknowledging the introductions. He grunted: “I am not yet senile, my friend. I am capable of remembering recent events without your aid.”

“Yes, well.” Smerdyakov continued his recitation even as the old man went to the bar for a cognac. “The one in the easy chair is Max Dillon, better known as Electro, the Living Dynamo. His body can generate enough electricity to run this city—or blow it up, depending on his mood. That elderly gentleman by the birdcage is Adrian Toomes, the highflying Vulture; with his flying suit, he’s nearly a hundred times stronger than he looks. And that scowling man by the stairs is Dr. Otto Octavius, better known as the international terrorist Dr. Octopus. He’s not wearing his adamantium arms right now, because he doesn’t have them—a point I make only because they’re very much the least dangerous thing about him. As for you, my old colleagues, I would like you to meet our patron and benefactor. He calls himself the Gentleman. And he has some things he wishes to discuss with us.”

Dillon indicated the sad-faced young woman, who had just returned from hanging up the Gentleman’s coat. “What about you, miss? Don’t you have a name?”

Her eyes were wide and moist She looked away hurriedly.

The Gentleman smacked his lips. “Her name is Pity. Pl-TY, like the emotion. She does not speak.”

Dillon’s expression softened as Pity, refusing to look at him, moved quickly to the canary cage. “What’s her problem? Is she mute or something?”

“No. She just doesn’t speak. A disciplinary measure I enacted several years ago. I assure you, any questions regarding her are best directed toward me.” He rolled his cognac in his hands. “I must say, it is... interesting... to be in America, under the same roof as all of you. I have

long been a sponsor of unusual talents, but over in Europe, where I now conduct the majority of my business, the costumed element has not enjoyed quite the same degree of ubiquity it has over here... Von Doom and assorted other anomalies excepted. I am looking forward to... what is that childish phrase your newspapers like to use so much?"

"When Titans Clash," Beck provided.

"Ah, yes. That I am very much looking forward to that Indeed, that and the profit I hope to realize will almost be worth enduring this country's graceless architecture, bankrupt culture, tasteless food, and brainless citizenry."

With the possible exception of Anatoly Smerdyakov, an expatriate Russian, the others in the room did not take this remark well. They were not patriots, of course; they did not hold their country sacred. At least one of them, Octavius, had tried on more than one occasion to overthrow it But there was something about the Gentleman's taunting manner, that invited them to take it personally —something that enflamed their own considerable reserves of arrogance. Several of them made eye contact with one another, sharing their distaste for this strangely unpleasant man.

It was Octavius, the most arrogant of them all. who reacted first, marching to the bar and staring the Gentleman down from across a gulf of inches. "What Do. You. Want?"

The Gentleman, uncowed, merely raised a mocking eyebrow as he swirled the cognac in his glass. "Impatience, Doctor? For the cash advances I have already paid—not to mention, for three of your number, my assistance in escaping police custody —I would have expected a trifle more humility."

Octavius drew himself to his full height such as it was, and cried: "You won't get humility from me, old man! It's a weakness of those shackled by their limitations!"

Across the room, the canary chirped. Pity had taken it from the cage, and begun stroking it across the back. The hint of a smile tugged at the corners of her lips.

An identical infatuated smile tugged at the corner of Max Dillon's. Even Toomes, the biggest misanthrope of them all, who could see the simple joy

she took in handling the bird, allowed himself a snaggle-toothed grin. Her smite was that pure, that unconscious, that completely without artifice.

The smile that spread across the Gentleman's face was a cold and loathsome thing by comparison. He raised his glass to Octavius, in a mock toast: "And if you are truly a man without limitations, then why aren't you wearing your wondrous mechanical arms? Isn't it true that the authorities confiscated them the last time one of your schemes failed? And that you remain at a loss as to how to retrieve them?"

Octavius said: "I have defeated many even greater challenges."

"And you have also been defeated by many others-chief among them the crime fighter known as Spider-Man." The Gentleman sipped his cognac, took his time savoring the taste, and said: "Please don't misunderstand, Doctor. I do not mean any disrespect. You are, as you are no doubt about to remind me, one of the world's leading scientific minds. But all men have their limitations. And as the authorities have done an excellent job seizing and confiscating your resources, both financial and, dare I say, mechanical, your limitation right now, is poverty. You cannot afford to sneer at gainful employment—let alone the unique proposal I have called you together to hear."

Toomes rolled his eyes. "Then get on with it, already! We're listening!"

For several seconds the only sound in the room was the chirping of the canary, as Pity lovingly stroked its wings.

The Gentleman smiled to himself, then shouldered aside the fuming Octavius, and walked to the center of the room, so he could face the others more directly. Commanding their attention by sheer presence alone, he spoke so softly that they almost had to strain to hear him: "Very well. Let us put it this way. Consider what course of action you five would take without my sponsorship. Forget the details and look at the larger picture. If your past habits are any indication, you would essentially wreak havoc, and seek revenge against Spider-Man."

Beck and Toomes spoke almost simultaneously. "So?"

"So I am willing to pay you each ten million dollars in cash-half now, half on completion of our partnership-just to wreak havoc, and seek revenge against Spider-Man."

That got their attention. Beck sat up so straight he seemed about to jump off the couch. Toomes stepped closer to the Gentleman, his beady eyes narrowing in calculation. Dillon looked away from Pity for the first time since her entrance, and regarded the Gentleman with something that might have been respect. Octavius scowled with displeasure. They all glanced at Smerdyakov, who had been the Gentleman's liaison since the beginning; he was as impossible to read as always, but he nodded confirmation anyway.

Toomes regarded the Gentleman with one cocked eye. "It can't be that simple."

The Gentleman acknowledged that with a bow. "I confess it isn't. There will be a number of specific tasks I must ask you to perform along the way—but nothing beyond your shared capabilities. Beyond that I ask only that you act according to your natures... to do what precisely what you would do otherwise... except as my subcontractors."

"And what do you get out of it?" Beck demanded.

"In part: revenge. I have my own grudge against Spider-Man, which is at least as near and dear to my heart as any of yours."

Beck asked, "Then how come we've never heard of you?"

The Gentleman raised an amused eyebrow. "Spider-Man himself hasn't heard of me. I'm not an actor. Though he doesn't know it, we have been bitter enemies for a long time. Indeed, though it is far too long a story to go into now, I daresay I have already taken more from him than the rest of you put together."

Beck glanced at Toomes, who shrugged expressively. Every answer they got from this man succeeded only in raising more questions—and they both felt the frustration of not knowing precisely which question to ask next.

It was Octavius who made that decision: "And if you're such an effective enemy of his, why do you need us?"

"Because I want to face him directly. But I do not have electrical powers," he indicated Dillon, "or skill at illusion," he indicated Beck, "or the power of flight," he indicated Toomes, "or a great scientific mind," he indicated Octavius,

“or even the mastery of disguise,” he indicated Smerdyakov. “The years may have been exceptionally kind to me, but I am still an old man. My only super powers, so to speak, are my wealth and my imagination. Underwriting your activities, and providing you with some badly needed sense of direction, is my way of buying a direct confrontation.” The Gentleman removed a cigar from his vest pocket, and placed it unlit in his mouth. “But even that is not all of it.”

“Yeah?” Dillon asked. “What else is there?”

“This: if you do agree to follow my instructions, our little enterprise will turn a profit beyond even your wildest dreams. The ten million apiece is merely payment for your labor; the actual dividends, I assure you, will be on an entirely different order of magnitude. They will be as great as anything you’ve ever known—literally, enough to start empires.”

If nothing else the Gentleman said possessed the ring of truth, that did. Beck and Toomes glanced at each other; Dillon showed the first signs of genuine enthusiasm. But Octavius was not yet ready to give in, “If you want our cooperation, you’ll have to tell us your full plan now!”

“Alas,” the Gentleman said, lighting his cigar, “that is impossible.”

“We’re not your lackeys! We don’t appreciate being kept in the dark!”

“Understood,” the Gentleman puffed. “However, the plan is what I bring to this partnership. If I tell you everything now, you will doubtless kill me and proceed on your own. I promise you, further details will be forthcoming on a need-to-know basis. If you cannot abide that condition, then you may keep this townhouse and the retainers I’ve already paid you and go ahead with your own endeavors. As for me, I shall seek partners elsewhere. As Smerdyakov can no doubt confirm, I’ve already sent queries to the Zodiac and the U-Foes. They will do, but I don’t believe they’ve ever fought Spider-Man, so they won’t bring that all-important sense of personal involvement which will make this endeavor such a pleasure for all of us.”

Toomes said: “And what if your plan isn’t as good as you say?”

“It is,” Smerdyakov said. “At least, what I know of it Trust me, if you don’t trust him.”

Dillon let loose a laugh at those words, rolling his eyes as he did.

The Gentleman's eyes flickered in his direction, showing more annoyance than gratification. Then he focused on Toomes: "I shall brief you fully at each stage of the operation. If there's any point where you don't like what you hear, or believe you have been asked to take unnecessary risks for insufficient reward, you are free to resign, keeping both the retainer and the initial five million payment. You sacrifice only the payment due on completion."

Beck said: "You sell yourself really well, mister."

The Gentleman waved away a cloud of smoke. "I have a product worth selling. I take it this means you're in?"

"I am."

"Me too," Toomes said. "Conditionally."

Dillon stole another glance at Pity. "And me."

The Gentleman nodded in approval, then turned to face Octavius. "And you, sir?"

The man known as Doctor Octopus was seething. His fists trembled at his sides like a pair of boilers ready to explode; he spoke through gritted teeth in a voice that managed to betray both defeat and arrogance at the same time. "I am not for sale! I am a leader of men!"

"I anticipated your reaction, sir, which is why I have arranged a bonus you'll value infinitely more than the cash."

The Gentleman nodded at Smerdyakov. "Anatoly, will you please retrieve the rest of the good Doctor's retainer from the trunk?"

Smerdyakov smiled. "With pleasure, sir." He winked at Octavius, twirled a set of car keys around his index finger, and disappeared out the door.

There was a moment of silence.

Followed by a communal intake of breath, as the implication hit everybody at once.

Beck stared. "You've got to be kidding me."

The Gentleman shook his head. "I do not kid."

"But his—how did you get your hands on..."

“My organizational skills,” the Gentleman said, “are second to none. I would not gather you all together and omit such a necessary detail.”

After a moment, the front door opened again. Smerdyakov entered, wheeling an oblong case on a handtruck. The case was metallic silver and embossed with a series of red serial numbers above the seal of the United States National Security Agency. Near the lock were two small lights, one red the other green. The red light glowed with a steady light. Smerdyakov rolled it into the living room, then let go of the handtruck and took a single step back.

Octavius took a single hesitant step forward. He trembled, though whether with anticipation, joy, or perverse anger, was a judgment even his longtime colleagues remained hesitant to make. He whispered: “You brought them here. My associates can force you to give them up.”

“I have no intention of holding them hostage, my good Doctor. Consider them a token of my eagerness to come to terms. All I have to do is deactivate the psionic shields, and they will be yours to command again.”

The Gentleman reached into his coat pocket, took out a tiny electronic remote about the size of a garage door opener, and pressed a button. The red light began to flash, then went off. The green light went on.

Almost immediately, the lid of the crate burst open. A gleaming metallic tentacle, tipped with a snapping pincer, shot out, extended to ten feet then curled downward and braced itself against the living room floor. Three other tentacles followed, wavered like snakes tasting the air in search of prey. They each snapped their pincers several times, as if testing their reflexes. Then they, too, braced themselves against the floor, lifting up the structure that linked them together: an O-shaped metal harness, just large enough to fit around the waist of the pudgy Otto Octavius. Intricate dials on the side of the mechanism spun and whirled endlessly, testifying to the days before the laboratory explosion that had granted Octavius his uncanny psionic control of the tentacles, when he had still needed those controls to direct their movements by hand; now, summoned by thought alone, the tentacles danced gracefully across the room, positioned the central harness over the Doctor’s head, then gently lowered it onto his body. There was an

audible hydraulic hiss as the cushioned interior inflated to form a seal against his abdomen.

Octavius smiled.

The Gentleman puffed out another cloud of smoke. “You are quite welcome.”

Hatred gleamed in the doctor’s eyes. He lifted himself off the floor with his tentacles, bade them to carry him across the room, and stared down the Gentleman from across a gulf of inches. “I have no intention of thanking you, old man. You have merely returned to me something that was already mine—something you had no right to possess. You will remain alive only long enough to tell me how you managed it.”

The Gentleman seemed totally unconcerned about the threat. “I think it’s clear that your arms were not encased in cement and dumped in the ocean, as your friend Colonel Morgan proposed. He was, in fact overruled by the NSA. which ordered them encased in cement and kept in a stasis vault at the bottom level of a certain underground facility the United States reserves for the relocation of its military leaders in the event of extraterrestrial invasion. Since you had no clue where they were, these measures would have been more than sufficient to keep them out of your possession indefinitely.”

“Again: how did you get them?”

“Easily. I blackmailed a certain official, who has since helpfully committed suicide, into replacing them with nonfunctional duplicates before delivery to the NSA. The arms actually delivered to that facility aren’t even made out of adamantium. I took the... liberty of keeping these in their shielded container until I could deliver them to you personally.”

Two of the doctor’s tentacles, hovering menacingly near the Gentleman’s head, suddenly darted downward to grab the old man by the lapels of his jacket. “‘Liberty’ is right I ought to kill you a thousand times for every minute you kept them locked up out of my control.”

“Easy, Doctor!” This from Beck. “Can’t you even loosen up long enough to be grateful to the man for rescuing them in the first place?”

Octavius practically spat the word: “No.”

The Gentleman acknowledged that with a nod. “I did not think so, either. Even if your obstinance is beginning to frustrate your allies. But, Doctor, may I at least make one final point before you task those limbs to rend mine?”

“Choose it wisely.”

“Consider: if I can orchestrate the prison breakouts that brought you all together, and the liberation of your mechanical arms, and a commitment to ten million dollars apiece, just on the chance you’ll agree to my terms, don’t you think I can also deliver everything else I’ve promised? A plan that will bring this city —and through it, the world—to its knees? Wealth beyond your wildest imaginations? The humiliation and defeat of Spider-Man? Even if you reject the idea of any moral obligation to me, don’t you at least owe it to yourself to see what I have in mind?”

The next ten seconds seemed to last forever.

Then the two tentacles holding the Gentleman withdrew, and the two tentacles holding Octavius aloft gently lowered him to the ground. Octavius took a step back, glowered, grimaced from the massive effort involved in acknowledging that another human being had just made a legitimate point and managed, “This is not finished, old man. I don’t trust you.”

“And I don’t trust you. But mutual suspicion is conducive to mutual profit, yes?” The Gentleman chuckled. “And there will be a substantial profit, here. I promise you.”

Octavius merely muttered to himself.

The other men in the room glanced at each other meaningfully. They didn’t have to speak out loud for everybody to know what all the others were thinking. Octavius had always been the most volatile of their number; he was not known for backing down from anybody. But the Gentleman had just faced Octavius down, without showing a single iota of fear...

The man placed his cigar on the edge of the mantelpiece, straightened his collar and tie, ran a hand over his crown of thinning white hair, and said, “So. Very well. I believe that’s everybody...”

“Not quite,” Beck said.

“Oh?”

“If this *is* supposed to be the return of the Sinister Six... I still count only five of us. Who’s the sixth member? You?”

The Gentleman wrinkled his nose with genuine distaste, as if he’d just been offered a plate of food too rancid to stomach. “Heaven forbid. No.” His arm swung in a violent arc that stopped only when arm and hand and index finger were all aimed at the wan young woman still silently petting the canary on the other side of the room. “Her.”

With the exception of Dillon, who had been sneaking glances at her ail through the conversation, they had almost forgotten her existence. From the looks of her, the amnesia was mutual: utterly lost in her communion with the canary, she’d almost completely shut off the rest of the world. Even so, at the bark of her master’s voice, she stood at attention at once, her eyes very wide, very round, and very lost.

The canary hopped about on the palm of her hand, cocking its head quizzically. In another context, the gesture might have been cute.

Beck said: “You’ve got to be kidding me.”

“She doesn’t look like much,” Toomes said. He glanced at the Gentleman. “What can she do?”

“Much more than you’d expect. I will happily have her give you all a demonstration, in a minute. But even before that, a testament to her sense of dedication—”

Pity’s eyes went eloquently moist with pleading.

Dillon, the first to realize what was happening, rose halfway out of his chair. “Oh, man, don’t make her—”

And the Gentleman’s voice turned to blood. “Do it.”

She closed her hand into a fist and squeezed. The canary had just enough time to emit a single squeal of terror and pain... so eloquent that every man in the room, even the notoriously insensitive Octavius, perceived that it knew how brutally it had been betrayed. They all saw the look in Pity’s eyes as its back broke. They saw how she shuddered when she felt it die—the heartbreak, the self-loathing, the awareness that moments like this were all she had to expect out of life.

Beck seemed to enjoy the spectacle. Smerdyakov remained as unreadable as ever. Octavius no doubt admired the Gentleman's hold over this mysterious young woman. Toomes, on the other hand, clearly burned with fury—though whether his sympathies lay with Pity or the bird, was a subject open for interpretation. And Dillon was devastated. The man who'd repeatedly terrorized the city under the code-name Electro was in fact so outraged by this one moment of simple psychological cruelty that he actually flashed lightning from his eyes and cried out: "Why, you miserable, sadistic—"

The Gentleman's chuckle, which remained totally devoid of fear, stopped him in mid-step. "Forgive an old man's sense of theatre. I just wanted to establish that it would be a serious mistake to underestimate her. She is not a cute young thing. She is a ruthless killer. And she is mine..."



Chapter Two



Aerodynamically speaking, there's no reason the common bumblebee should be able to fly. Its wings are not large enough to carry it.

It flies anyway.

Why? Well, there's a long and involved explanation involving patterns of vibration, but it all boils down to: because its designer wants it to.

Similarly, there's no reason an aircraft carrier should be able to fry. It weighs thousands of tons, it's as streamlined as a huge metallic brick, and it contains so many moving parts that even the slightest breakdown brings it closer to a smashing cataclysmic reintroduction to the ground.

The SAFE Helicarrier, which at five stories high and four city blocks long is a lot like a tremendous anvil hovering about New York twenty-four hours a day, is supported only by a combination of hovercraft jet, and helicopter technology, dominated by the huge spinning rotor that juts out from one side like a gigantic pizza cutter.

It flies anyway.

Why?

Again, there's a long and involved explanation involving lightweight metals, the precise manipulation of air currents, the big rotor itself, the smaller rotors deployed around the sides, and certain highly classified techniques that might as well be written off as magic—but again, it all boils down to, because its designer wanted it to.

The first Helicarrier, designed by billionaire industrialist Tony Stark, had been built years earlier, for the international law-enforcement agency known as S.H.I.E.L.D. They'd been through several. This particular Helicarrier had in fact belonged to S.H.I.E.L.D. once upon a time, before

they came into a little budgetary surplus and upgraded to an even more elaborate species of huge floating bathtub. Now, only slightly the worse for wear, it belonged to the little-known domestic anti-terrorism agency known as SAFE, an acronym for Strategic Action for Emergencies.

In a world where major population centers are subject to almost weekly assault by terrorists, extraterrestrials, demons, sorcerers, Atlantean hordes, and giant robots—not to mention the odd costumed super-villain, who are so common by now that they're practically not worth mentioning—it makes perfect military sense to maintain a paramilitary strike force within reach at all times. It also makes sense to equip them with a base that can itself be moved, on a moment's notice, to any location where rapid deployment can save lives.

The downside is that Helicarriers do, sometimes, crash.

This is unfortunate.

One Helicarrier crashed in San Francisco, under the assault of a giant radioactively-mutated tyrannosaur. Another crashed in the desert, thanks to sabotage by a swarm of super-intelligent cockroaches. This very Helicarrier currently being used by SAFE, reeling from damage wrought by a gamma-radiated man-monster known as the Abomination, came within minutes of crashing into the Russian Embassy not too long ago. It says a lot about the facts of life in Manhattan that the incident went almost unnoticed, without a public outcry about the dangerously unstable object the authorities allow to hover above the city twenty-four hours a day; it says a lot about SAFE that when they weren't specifically needed elsewhere, they kept the Helicarrier positioned above the East River and not the teeming streets of the city. Despite that, the Helicarrier does possess one major advantage that deserved to be mentioned: discounting the occasional super-villain or cabal of Hydra assassins, who just had to be dealt with, it was a pretty safe bet that anybody actually capable of getting aboard was authorized to be there.

The Amazing Spider-Man was not accustomed to receiving respect.

Yes, he saved lives every day; yes, he saved the whole city on an almost monthly basis; yes, he'd even been known to save the world and had, on a smaller number of occasions, even saved the universe. But New York's biggest tabloid still called him a menace, New York's constabulary still

couldn't make up its collective mind which side he was supposed to be on, and New York's citizens still weren't sure whether to cheer or hurl epithets as he swung across the sky high over their heads. He couldn't even trust most of his fellow super heroes to remember all the battles he'd fought at their sides, since, with a few notable exceptions, the rest were all too willing to join the collective lynch mob every time somebody like Norman Osborn or the Kingpin tried the old but always reliable "Let's frame Spider-Man for Murder!" trick.

Spider-Man was, in fact, so very accustomed to being denied his due that genuine gestures of good will, like the salute he received from a SAFE technician upon disembarking the noontime transport, tended to floor him,

Temporarily at a loss over what to do, he snapped a salute back.

His escort. Special Agent Doug Deeley, a tall black man whose perpetually bemused expression testified to the various unlikelihoods he encountered in the course of a typical working day, said: "Nice going, webhead. But I'm afraid it doesn't really work, coming from you. Not in that outfit."

He referred to Spider-Man's costume, an all-concealing bodysuit dominated by dark blue tights, a spider-shaped chest emblem, a red stocking mask, and red shoulders and sleeves patterned with a lattice designed to mimic the webbing of the common spider. Though Spider-Man had worn other costumes, and even resorted to other aliases, from time to time, it was so much a part of him that he was occasionally surprised to hear that even people like Deeley, who wear skintight blue battle suits to work, were capable of thinking it looked funny. Embarrassed, Spider-Man said: "Sorry. I guess I'm just not used to gestures like that."

"Officially?" Deeley said, as he led Spider-Man from the shuttle hangar into the narrower corridors of the Helicarrier's administration offices. "You're not supposed to get any. On the record, the government stills regards you as an unknown quantity, not to be trusted."

Spider-Man immediately thought of the last ten times he'd saved the world. *No, forget the world: how about just the city?* "Oh, good. I was starting to think that someone up there likes me," he said with practiced sarcasm.

“Keep in mind that this is the same government that always worries about what the newspapers are going to say in the morning. And you’re not exactly beloved by the press.” This being a reference to the *Daily Bugle*, which under the guidance of its crusading publisher J. Jonah Jameson had spent years blaming Spider-Man for everything from street crime to global warming. “However,” Deeley continued, “off the record, there are any number of people here who remember how many times you’ve put yourselves on the line for us. Here, at least you’re considered one of the good guys. Hence the salute.”

“I’m touched,” Spider-Man said. Meaning it, because he still wasn’t used to being appreciated.

“Of course,” Deeley said, the amusement creeping back into his voice, “it’s also possible that it was just a sneaky way of getting you to raise your hand, so he could see whether you still wore that flexible webbing under your arms. The teenies here have been arguing about it for weeks.”

Spider-Man grinned wryly beneath his mask. Even distracted by a personal errand so important to him that it reduced most other considerations to background details, he appreciated being nailed by a good zinger. It reminded him that all glory was fleeting, all respect was illusory, and all inflated egos subject to immediate puncturing. If any of that ever changed, he’d probably be too stunned to function.

As Deeley led him from the Helicarrier’s internal landing pad into a narrower corridor leading to the Administration offices of SAFE, high-tech gave way to rubber ferns and faux-paneling designed to make the interior resemble a mid-range law firm. There were plenty of agents strolling the hallway in SAFE battle armor, but just as many dressed in conservative suits and ties. Some of those nodded at Deeley and Spider-Man as they passed by, so casual in their reaction to their super-powered visitor that Spider-Man wondered if SAFE had organizational directives against double-takes. He came up with another theory entirely at the intersection where a squad of six agents in green Guardsman exoskeletons marched by, escorting a chained six-foot...something... that seemed to be all matted fur and gaping fanged mouth. Its eyes narrowed as it saw Spider-Man, evidently wondering how he’d taste. Watching it recede down the corridor, knowing that Deeley wasn’t about to volunteer any explanations, and

perversely denying himself the temptation to ask, Spider-Man knew the story behind that one would be long, involved, and filled with triumph and tragedy; he also knew that any organization dealing with such things with any degree of regularity was also capable of dealing with the occasional friendly neighborhood super hero in its stride.

Still, the sight gave him one of the occasional moments of total temporal dislocation that sometimes ambushed him with the realization of just how much his life had changed over the years.

Once upon a time, before the lab accident that had made him what he was, even gym class was a challenge. Once upon a time, as the lonely teenage boy named Peter Parker, he'd been just another adolescent bookworm, living a quiet life in Forest Hills, Queens, his only family the elderly aunt and uncle who'd raised him since the plane crash that had claimed his parents. Once upon a time he'd been so overprotected that he'd needed to carry a sweater every time the temperature outside dipped below seventy. Had he been told back then that in just a few short years he'd look back on those days from the perspective of a veteran masked super hero with the proportionate strength and agility of a spider—a man who had been to other planets and other eras and all over the world fighting for stakes that were sometimes beyond even his own capacity to imagine—he would have wondered just what the storyteller had been drinking.

Of course, if he could have been persuaded that this glimpse into his future was true, the young Peter Parker would have considered it extremely cool. And it was, most of the time. But the young Peter would not have known about the price. He would not have understood the painful lesson that had driven every moment of his life since his failure to use his powers to stop a petty thief left that very same thug free to later put a bullet in the heart of Peter's beloved Uncle Ben. He would not have known the epiphany that ever since echoed through his days and nights like a refrain: With Great Power, Comes Great Responsibility.

And had he somehow been able to understand that without living it would the young Peter also have understood the terrible truths that came with it? Would he have understood that just as the responsibility never went away, neither did the dying? After all, even a man with the ability to climb walls, jump four stories straight up, and take punishment that would flatten

almost anybody else—a man who had done more good for more people than he would ever be able to count—cannot protect everybody all the time; he just feels every death as if he caused it himself. Whether it was friends like George Stacy, who had been crushed by fallen rubble... or Gwen Stacy, whose neck had snapped... or Harry Osborne, who had been consumed by the legacy of his insane father... or Ned Leeds, who had been killed by assassins... or Ben Reilly, who had perished from a bomb blast... or for that matter any of the strangers who Spider-Man had not been fast enough or smart enough or strong enough or good enough to save... they were all hash marks on his conscience, whose faces tended to loom before him with no prior warning. He was able to deal with them only because he was also aware of all the good he had done. But sometimes, it was a very, very close call.

“Spider-Man?” It was Doug Deeley again. He’d apparently had to repeat himself more than once. The web-slinger jolted out of his reverie.

They’d reached a bullpen of sorts, where half a dozen clerk-typists determined to treat their famous visitor with equanimity typed away at monochrome word processors. The man he’d come to see, Colonel Sean Morgan, sat behind at a cluttered desk behind an open door at the far end of the chamber. Even as Spider-Man met his eyes, Morgan grimaced. It could have been impatience, annoyance, or a welcoming smile; they were all the same thing, where Morgan was concerned.

Colonel Sean Morgan was not colorful, not flamboyant and not perversely likeable, like some of the other paramilitary super-spy types the wall-crawler knew. Giving him credit, he did not try to be any of the three. He was just a consummate professional, who refused to allow anything—even a discernable sense of humor—to come between himself and his duty. He operated with machinelike precision, his slate-gray eyes constantly measuring everything around him as if it were a potential battle situation. He sat on an institutional metal desk, in no way fancier than the government-issue desks used by his subordinates—in part because he wasn’t the type to see the point in frivolous luxuries like fancy office furniture, in part because his desk was so completely covered with paper that he probably never got to see it anyway. No doubt, Spider-Man supposed, some of the documents there had to do with payroll, health

benefits, externally mandated regulations and intelligence requests from other agencies; many had to be reports on potential crises currently being monitored or infiltrated by SAFE personnel. It was not the kind of job suitable for folks who had problems dealing with stress.

Even though Morgan watched them approach all the way across the bullpen, Deeley still knocked on the open office door. "Colonel? I just brought your two o'clock on the last shuttle from midtown. You ready for him yet?"

"I can give him twenty minutes," Morgan said briefly. "Hello, Spider-Man."

"Colonel," Spider-Man nodded.

"Want me to stick around?" Deeley asked.

"No, thanks," Morgan said. "Just finish up the report on the Arnim Zola operation. I needed that three days ago."

"Sorry, chief. Had to wait for Nefertiti to come in from the field."

Morgan acknowledged that with a nod. "Fair enough. Just close the door when you leave. The hero and I have things to discuss."

Deeley nodded and left them alone. Spider-Man hopped in, scrambled onto a spot midway up the one blank wall in Morgan's office, and crouched there. Trying his best to be ingratiating, which was relatively unusual with him and authority types, Spider-Man said: "Well. Good to see you, Colonel. See they're keeping you busy."

"No more than usual," Morgan said briefly. He gestured at one of the chairs opposite his desk. "Sit there, please."

Spider-Man was perfectly comfortable crouching on the wall. "That's okay."

Morgan sighed heavily. "No, it's not. Use the chair."

Spider-Man almost obeyed, just to be polite, but some perverse part of him insisted on pressing the point. "Does this really bother you, Colonel?"

"Not at all. If I actually needed the chair for somebody else, I'd appreciate the effort. But since it's just you and me, and I have a perfectly good chair right in front of me, clinging to the wall is just showing off for no good reason."

“It’s not showing off. Colonel. Honest I’m just more comfortable this way.”

Morgan’s jaw worked. “All right If you insist. At least you’re not making any damned jokes this time.”

Spider-Man cocked his head. “After the way you’ve reacted in the past, I wouldn’t dare.”

Morgan seemed to appreciate that; his congenially straight line of a mouth seemed to come within a couple of millimeters of smiling. After a moment he nodded. “Actually, I ought to give you credit for impressive response time. I didn’t expect even you to hear the news until later on today.”

“What news?”

“The breakouts.”

“What breakouts?”

Morgan rubbed his temples. “You’re beginning to give me a headache, Spider-Man. You’re saying you don’t know.”

“Know what?”

“I thought you got my message.”

Spider-Man shrugged expressively. “I would say what message if I didn’t think you’d belt me.”

Morgan’s mouth was not only a straight line again, but it was in danger of curving downward. “All right Let’s get on the same page here. Less than three hours ago, I made contacting you a triple-A priority. I had all my Manhattan Field Agents on the job. Failing that, I thought this morning’s news breaks would prompt you to seek me out Do you honestly mean to say that your visit’s just a coincidence?”

Spider-Man shrugged again. “I’m afraid so, Colonel. I wanted to see you anyway, so I swung on down to your Times Square liaison office and told the lady on duty that I needed transport to the Helicarrier. I guess she just assumed I got the word. What’s up?”

“He doesn’t know,” Morgan told the wall. “He doesn’t know.” Grimacing, he dumped all the papers on the right side of his desk into an overflowing basket on the left side of his desk. The action revealed a touch

pad with four buttons. Morgan tapped one of the buttons and the entire wall behind him slid into a housing, revealing a bank of monitor screens. “All right, Spider-Man. I’m glad you came anyway. Because we have a situation here, and I don’t need my best analysts to know that you’re going to be in the middle of it.”

“I always am.” He would have said more, but that would have taken him dangerously close to the vicinity of a quip. And Morgan didn’t do quips.

“All right. I’ll start with the material you know.” Morgan clicked one of the buttons; the monitors suddenly lit up to form one giant still image of Spider-Man himself, fighting robot sharks in a flooded Broadway theatre. “Point One: you spent most of the past week fighting your old enemy Quentin Beck, aka Mysterio. The two of you tangled three or four times, in various locations in and around Manhattan, before you and some wannabe in a pig costume finally managed to bring him down. This is accurate, right?”

Spider-Man nodded, thinking only that he had a very bad feeling about this. Mysterio’s crazed vendetta against his old showbiz colleagues had left three dead and hundreds injured; only some last-minute assistance from “the wannabe in a pig costume”—a regional Arkansan super hero known as Razorback—had prevented Mysterio’s attack on a movie set from adding dozens of additional casualties to that list. Spider-Man had hoped to go six months or a year without hearing Mysterio’s name again. But he supposed it wasn’t to be; part of the legacy of being Spider-Man was being exactly four times as busy as anybody else.

“Point Two,” Morgan said. “Just about one week ago, when your Mysterio situation was still heating up, police were summoned to an apartment building in Washington Heights, after several local thugs were severely beaten by an old man they were trying to shake down for money. Although severely outnumbered, the old man incapacitated three of the juveniles and crippled the fourth for life. He fled the premises before the police showed up, but witnesses said they saw a huge green bird fly out of a fifth-floor apartment, carrying a man in its claws. Fingerprints at the apartment confirm that the old man was in fact Adrian Toomes, better known as—”

“The Vulture.” Spider-Man said it even as the wall of screens formed an old news photo of a scowling Toomes soaring above the city in his familiar winged costume. The photo, which must have been taken from a nearby helicopter, made Toomes look like the bird of prey he was: powerful, cruel, pitiless, deadly— everything a bird could be, except for majestic. Nothing Toomes had ever done had been that.

“Yes,” Morgan said. “We don’t know for certain that he’s involved in what happened next, but given his associations with the others we do see a high degree of probability.” He faced the screens, clicked the button, and replaced the image with another one of a glowing man backlit by lightning bolts. “Point Three: the very next day, even as you fought Mysterio at the Brick Johnson funeral, a man disguised as a project scientist walked into a top-secret government facility and walked out with Max Dillon, better known as Electro. They left a double-digit body count behind them.”

The grimace behind Spider-Man’s mask was becoming a near-duplicate of Morgan’s own. “That was probably Electro’s doing. He’s always been a murderous thug, but he’s been downright crazy since his latest powerup.”

“Since several of the bodies were fried to a crisp, I am inclined to agree. Electro probably did kill everybody his confederate, who was almost certainly the Chameleon, didn’t just up and shoot. But I don’t think you could give either one of the murdering bastards a trophy for respect for human life.” Morgan clicked the touch pad again, revealing the image of a man Spider-Man had particularly dreaded seeing in this little slide show. “Point Four: Sometime after that an individual disguised as me—also probably the Chameleon—entered the maximum-security prison we call the Vault, flashed a forged signature from the President and walked out with Dr. Otto Octavius.”

The screens displayed a famous news photo of Octavius, taken on Wall Street several years earlier: surrounded by flames, laughing insanely, using two of his prosthetic limbs to hurl a gasoline truck high over his head preparatory to hurling it at an attacking SWAT team. Spider-Man remembered the incident well; he’d shown up only a heartbeat later. “This is bad. Colonel. Really bad.”

Morgan nodded. “That as I don’t have to remind you, is beyond bad. The Doctor’s schemes have gotten so nasty in the last few years that we count him as worse than all the others put together; he regularly endangers millions, sometimes hundreds of millions of people. The others, bad as they are, are police matters; he’s the one whose escape’s gotten us involved. Even so, I trust you see where this is going.”

“And how.” Spider-Man ticked them off on his fingers. “Doctor Octopus. The Chameleon. Electro. And the Vulture. That’s two-thirds of the Sinister Six right there.”

“I’m afraid it’s more than that Spider-Man.” Morgan clicked the touch pad, and the screens behind him merged to form a giant image of the caped, helmeted master of illusion known as Mysterio. “Point Five. Quentin Beck escaped custody only two days after you put him away. He walked out the front door of Ryker’s Island, disguised as the warden. Our analysts believe he may have never been in custody at all—that the man behind bars was always the Chameleon, taking his place to keep Mysterio’s escape under wraps for a little while longer.”

Unable to take any more, Spider-Man dropped off the wall and landed on his feet on the ground. “Damn it, Colonel! I busted my butt for a whole week to catch that guy! Now you tell me it was all for nothing!”

A moment of silence passed between them.

Then Spider-Man sat down. This time, almost without realizing it in the chair. The urge to bolt from Morgan’s office and spend the whole night searching the streets of Manhattan for the men he’d fought so many times was overwhelming. But he stayed where he was, and muttered, “Man. Sometimes this line of work is so... frustrating.”

“For me, too, wallcrawler. But we have to focus on the matter at hand. Starting with just who they may have recruited for that empty sixth slot.”

Spider-Man closed his eyes and tried to concentrate. “All right. Not the Hobgoblin. Jason MacCorkendale is dead—”

“... and as of bedcheck this morning, Roderick Kingsley, the original Hobgoblin, is still relaxing on a Caribbean resort island. I know. We sent an agent to secretly get a sample of Kingsley’s DNA to make sure it wasn’t the

Chameleon taking his place. The DNA confirmed it's him all right. We still have an agent watching him, just in case."

"That's a relief," Spider-Man said. "Except that whoever else they're recruiting is probably just as bad."

"We've eliminated the Sandman—"

Spider-Man spoke a little too quickly. "Couldn't be him anyway. He's reformed."

"I know, but we had to be thorough. After all, he was a steady member in the past and they have been known to coerce his involvement. But he has been confirmed to be in Tunisia, working with his employer Silver Sable. Ought to like it in the desert, I suppose; he'd fit right in. In any event, when we informed him that his old buddies in the Sinister Six were probably getting together again, he was downright eager to fly back to help you. Unfortunately, Sable wouldn't give him the leave of absence."

"She's a tough boss."

"I've been tougher," Morgan said. "For what it's worth, he made himself available for long-distance consultation, if we happen to need him. And he sent you a personal message—'give 'em hell.' He wishes he could be here."

Although there was no way Morgan could see it, Spider-Man still found himself smiling ruefully. Both on his own and as a member of the Sinister Six, the Sandman had for years on end been a brutal thug so contemptible in his disregard for human life that the mere thought of his rehabilitation would have been laughable. When all that changed, almost without warning, Spider-Man had initially been as suspicious of the man's sudden new leaf as anybody else. But it had turned out to be real; against all odds, the ruthless criminal had turned out to possess a genuinely good soul underneath. One who, given their shared past, sometimes went overboard with his anxiety to prove himself Spider-Man's ally and friend.

Spider-Man sometimes wished the same could be accomplished with Doc Ock, the Vulture, and the other members of the Sinister Six; certainly, he'd daydreamed more than once about how easy his life would be if they just woke up one day to the same kind of life-altering epiphany that had so completely changed their erstwhile teammate. But he knew it was just a

daydream. Flint Marko's reformation had been a wonder and a miracle. Another five were probably too much to expect.

He shook his head. "Guessing's probably a waste of time, Colonel. Whatever they're planning, there are any number of people they could recruit for that sixth slot. Hydro-Man, Jack O'Lantern, Boomerang, the Rhino... even more if you consider folks I only fought a couple of times, like Sabre-tooth or the Trapster or, please, I don't even wanna consider it, the Juggernaut."

Morgan grunted. "I hadn't even thought of him. Thanks for giving me something new to worry about."

"Sorry."

"He's unlikely, anyway. Not a team player. And historically far more likely to go after the Hulk or the X-Men than yourself. In any event, we're going through all our files to your personal history to see who's still at large. It's a depressingly large number."

"Would be a smaller one if the authorities just figured out a way to keep them locked up once I dropped 'em off."

"If it were up to me," Sean Morgan said, and left the thought hanging. It was clear enough what he would do to the likes of the Six if the law he served left the decisions up to him.

Spider-Man said: "And we don't know it's anybody I've seen before, anyway. It could be somebody brand new." *Somebody who's going to be bad news no matter what way we choose to slice it.*

Morgan darkened just enough to indicate that he was thinking the same thing. "In any event, we'll want you to keep in touch until this breaks. We won't ask you to carry a beeper, since you wouldn't anyway, but it would be helpful if you shared information and contacted us, let's say, three times a day, to see what we've come up with, and vice versa. Even if it's nothing."

Spider-Man stood up. "No problem."

Morgan stood as well. "And when the crisis comes... as I'm sure it will... don't forget us. We want to coordinate our efforts if possible."

"Again, no problem."

Morgan offered his hand. “I have to give you credit, Spider-Man. Most people in your fraternity would have taken this opportunity to assure me they were capable of dealing with this all by themselves. I wouldn’t have thought you capable of being such a team player.”

Spider-Man took the offered handshake. Under other circumstances, Morgan would have been absolutely right. Aside from very brief tenures with the Avengers and the Fantastic Four, Spider-Man had never been much for group efforts, apart from the occasional team-up. But he’d worked with SAFE on several occasions—including the last time Doc Ock got loose—and he’d come to respect the organization and its commander quite a bit.

In response to Morgan’s comment, he said, “I’m usually not, Colonel. But one of your guys saluted me, before. It must have gone to my head.”

Spider-Man saw from the wry twist of Colonel Morgan’s lips that he had actually succeeded in coming up with a joke the leader of SAFE regarded with frank approval. Probably because it was military humor; maybe because Morgan happened to be in what was, for him, a good mood. Maybe because he knew the Sinister Six was on the loose and he didn’t want to alienate such a valuable unpaid resource. In any event, it was a first, and Spider-Man was not about to push it.

He was about to leave when Morgan said: “Okay, you heard my problem. What’s yours?”

Spider-Man hesitated in the doorway. “What?”

“You said you had your own reason for seeing me today. Before you knew about my summons, or the breakouts. What is it?”

Embarrassed he’d forgotten, Spider-Man closed the door and returned to his seat. “Sorry. Must be too many blows to the head from megalomaniacs with super-strength.” It had actually been driven out of his head by the news that he’d probably have to face six of his personal nightmares all at once; that kind of weight on his head tended to toss all personal considerations on the backburner. But since he’d been reminded: “I kinda need a personal favor.”

Morgan was immediately guarded. “This isn’t quid pro quo, Spider-Man.”

Spider-Man was genuinely insulted by that. “Hey, I didn’t say it was. I’ve been doing this kind of stuff for free for years now.”

There was a moment of silence between them.

Then Morgan grunted. “All right Ask.”

“I need access to the personnel files of two deceased intelligence agents.”

“Why?”

Spider-Man hesitated. “That’s personal.”

“And their names?”

“That’s also personal. I just need access to the records so I can look them up. I promise it’s for a good reason, and I promise I won’t take advantage.”

Morgan stared at him for several seconds, as if trying to read his face through the all-concealing red hood, and then shook his head. “Sorry. No can do. Not under those conditions.”

“It’s important to me,” Spider-Man said.

“Nobody would ask that kind of favor unless it was. But since this is going to be an inter-agency request, I need to be able to justify that kind of information outlay. And I can’t without information you’re not willing to provide.” Morgan actually looked regretful, as if he needed more of an excuse to oblige him. “If you’d just tell me something. Anything...”

Spider-Man truly wished he could. But he couldn’t He couldn’t say that his parents had been Richard and Mary Parker, a pair of covert operatives in the international spy agency that would someday become S.H.I.E.L.D., and that he’d recently stumbled onto photographic evidence that seemed to suggest he hadn’t been their first child. He couldn’t say that he needed to examine their personal files to determine if it was true... and beyond that, what had happened to the baby girl in his mother’s arms. He couldn’t say that his true reason for coming here was finding out where his sister was... and whether she was still alive.

So instead he just stood up and went to the door again. “Understood, Colonel. Don’t worry about it I have another source.”

For a moment, before the stern professional mask took over his features once again, Sean Morgan seemed almost human. “And I hope it pans out for you, Spider-Man. Whatever it is...”

Somewhere, in a dream, a little girl walked through the world of light.

It was a bright and colorful world: a world filled with blue skies and smiling faces and warm arms to hide in. A world defined by two faces that now, seemed permanently obscured by haze: the faces of the man and woman who had always made her feel safe and loved. She remembered the man telling funny stories, though she was never able to recall what those stories were; she remembered the woman singing soft lullabies into her ear, though the music itself had fled into the mists of time.

As always, when she dreamed this dream, she also remembered the happiness, without being able to recall what that forgotten emotion had been like.

She was too busy feeling dread. Knowing that this brief taste of normality was all she’d ever have, and that the dream replayed it now only to set the scene for the terrible time when He would come to take it all away.

The little girl knew who He was, of course. She had to. She’d lived this nightmare so many times that everything in it had become as familiar as her last breath. She knew what would happen next as certainly as she knew that the sun would rise the next morning.

The Dream played itself out in different ways. Sometimes her mother and father burst into flame, browning and curling at the edges like paper tossed into a fireplace; sometimes the earth itself rose to swallow them; sometimes the hand of some monstrous godlike figure reached down from the sky to obliterate them with a single malevolent slap. Sometimes she was even able to remember what really happened, though the truth vanished like smoke whenever she woke.

The only thing that never changed was Him. Because as soon as they were dead, He appeared, to repaint the world in His image.

in the dream she perceived Him not as a man... but as cold, yawning absence, destroying all light all warmth, all love, all hope, all chances at future happiness. He rose up out of the earth like something that had been

buried there since the dawn of time, so large He blotted out the sky, so overwhelming that there was no chance of even trying to defy him. In the dream He was a black void, swallowing up everything good she'd ever known... taking away the faces who'd looked upon her with love and replacing them with His own, which was. always cruel, always demanding, always incapable of being' satisfied with anything she did. In the process, He turned all the bright promise she'd known before and left behind an existence punctuated only by horror and death.

The dream echoed with all the jokes he'd made about the name he'd forced her to wear: *I call you Pity because you'll never know love. I call you Pity because that's all you're worth. I call you Pity because it's all you'll ever have.*

I call you Pity because you're mine...

Then he spoke her name for real, in a voice like shards of glass.

She woke instantly, realizing in a hateful moment of all-consuming vertigo that the dream lied. She was no longer a little girl. She hadn't been a little girl for more than twenty years. She was a grown woman, who had committed crimes beyond redemption, and who hated herself as much as she hated everything her life had become.

The room was still dark, of course, darker than it could have been, if it were just a question of lights turned out. Nothing penetrated this blackness—not ambient light from elsewhere in the house, not even the phantom light perceived by eyes starved for something to see. She flicked a switch in her mind and the absolute blackness went away, replaced by the more mundane shadows of a dark room partially lit by an open door.

The Gentleman stood in that doorway, backlit by the hallway. as she'd slept on the hard wood floor—her usual place—he seemed unnaturally tall; although his face remained in shadows, the light made his wispy white hair light up like a halo. She secretly thought of him that way: as her own personal dark angel, as beyond compassion as the stars were beyond man.

“Downstairs,” he said. “We have formulated the plan for phase one.”

Of course. She was not to be permitted any input, but she did need to know what was expected of her. Some, she knew, would sicken her. It

didn't matter. She did what she was told. She wiped her eyes free of tears and sleep, and nodded her understanding.

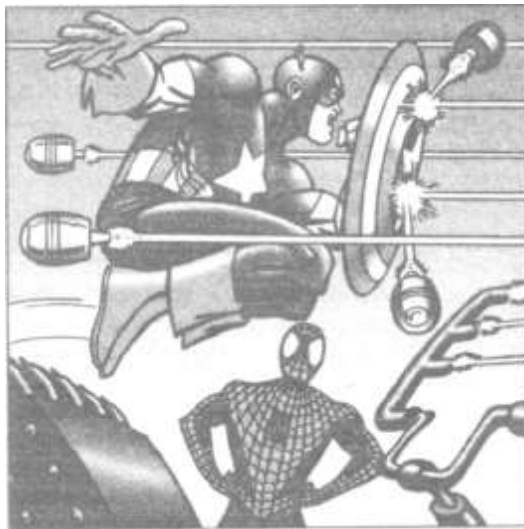
He almost turned away, but then he paused, a smile tugging at the corners of his lips. "Bad dreams?" he asked, approvingly.

She did not want to meet his gaze. She averted her eyes.

The Gentleman did not need her to speak, though. He already had his answer.

And before he turned away, he spoke the single word that expressed his habitual reaction to anything that denied her a moment of peace.

"Excellent..."



Chapter Three



When they made him, they broke the mold.

it was a cliché that had been spoken about any number of men, for any number of different reasons.

But in the case of Captain America, those words were almost literal.

There had never been another like him. There would never be another.

And in the many years since he'd first taken up his indestructible shield and star-spangled costume to fight for the American Dream, the world had been fortunate indeed that one of him... had so far been enough.

Spider-Man began and ended his search for the seemingly immortal super-soldier at the Fifth Avenue landmark once called Stark Manor and now better known as Avengers Mansion, for the world-famous super hero team which had long been headquartered there. Individually and collectively, the Avengers had saved the world even more often than Spider-Man himself; indeed, they specialized in battles on that scale, and he figured they were more than welcome to that gig, because he had always been more comfortable saving a little piece of the planet at a time. After all, life as a friendly neighborhood super hero was difficult enough; he didn't see any pressing reason to seek more than the reservist status they'd taken so many years to finally bestow upon him. (Even if he did occasionally take out the membership card they'd issued him, and look at it, and try to fight off the chill that came with the knowledge that yes, it actually was his adopted identity printed there.)

Unlike Spider-Man, whose Avengers membership was essentially a trivia question. Captain America was such an integral part of the group that they'd retroactively declared him a founding member, even though he'd

joined several months after their charter. Indeed, he was currently the Chairman... and though he still spent most of his time crisscrossing the globe on his own, battling one band of international terrorists or another, looking for him at the mansion was still a logical first step.

Edwin Jarvis, the group's unflappable butler *and wouldn't it be nice, Spider-Man wondered forlornly, to be the kind of super hero who could afford a butler?*) greeted him with the front door with the perfect equanimity of a man who'd greeted many far stranger visitors over the years. Jarvis was a compact, balding gentleman whose British reserve masked both warmth and a wry sense of humor. "Ah, yes. You're in luck. Captain America is indeed here today."

Spider-Man was floored by his luck. "Really? But this trick never works!"

"If by that," Jarvis remarked as he ushered the wall-crawler into the gleamingly immaculate foyer, "you mean that the Active Avengers are usually elsewhere, fighting their own battles, whenever you come here seeking their aid against some menace you initially believe too large for you to handle... yes, it is unfortunate that circumstance has all too often turned out that way. However, from what I discern in the more reliable newspapers, *The Bugle* of course being beyond the pale, you usually prove equal to the challenge anyway. I do hope this isn't a life-threatening emergency of some kind."

Spider-Man felt a totally irrational urge to say something like pish-tosh. "Uh, no. Not this time. Just came to ask him something."

"I see," Jarvis sighed. "I suppose it's similar to the phenomenon of only being able to find a member of the local constabulary when you don't really need one. Please walk this way."

Jarvis led him to the gymnasium, entering through a door on the second level running track. Like most things associated with Tony Stark or the Avengers, it was a state-of-the-art facility, with brand new gymnastics equipment, weights, climbing ropes, and rings; in addition, the special exercise needs of the individuals who used this room were met by more exotic equipment like Kevlar gym mats, solid-lead medicine balls, and barbells linked by heavy cables to adjustable hundred-ton counterweights in

the building foundations. An ugly-looking crater in one wall provided sufficient testimony that sometimes even this wasn't enough to contain the forces that were so often honed in this room.

Jarvis and Spider-Man found Captain America training in his familiar red-white-and-blue costume, half leotard, half chain-mail, with the star on his chest and vertical red and white stripes girding his waist. His exercise equipment consisted of two dozen floating platforms, all of which remained in constant motion, bobbing up and down, sliding in random directions, or even upending; Captain America was in constant motion as well, leaping and somersaulting from one to another as cannons in all four walls targeted him in a crossfire of razor-sharp flechettes. The regimen would have been suicidal for a normal man and insanely dangerous for most experienced combat soldiers. For Spider-Man, who'd left normality behind many years ago, the routine would have been survivable but it not exactly his idea of a fun way to spend his afternoon. But Captain America was clearly in his element; as he dodged one deadly volley by leaping straight up, performing dizzying pirouettes in midair, and batting aside a multidirectional blizzard of gleaming knives with swats from his famously indestructible star-spangled shield, he was even—frighteningly enough—smiling.

As Spider-Man watched, the flechettes scattered over the gymnasium floor were being gathered up by a fleet of servitor robots that then carried them through sliding panels at ground level. To be fired again, he supposed. Captain America would naturally be a heavy supporter of recycling.

“Wow,” said Spider-Man. “Jarvis, how long has he been at this?”

“A couple of hours at this setting. Give or take fifty years, of course.”

Another good reason for the recycling; at the rate the flechettes were being fired, it wouldn't have taken very long to fill this entire gymnasium to waist-level. Spider-Man shook his head. Strictly speaking, he was many times stronger, faster, more agile, and more tireless than the living legend before him; he was, after all, superhuman, and Captain America was merely (*merely!*) the pinnacle of human potential, polished by decades of experience. Strictly speaking, Spider-Man could handle everything Captain America could, and probably (*heresy!*) a number of things Captain America could not. But even so, watching Captain America always gave him a major

case of imposter syndrome. Spider-Man was just dumb luck and raw talent Captain America was diamond-edged perfection.

Jarvis tapped an intercom set by the entrance. “Captain? Master Spider-Man is here to see you.”

“I see that!” Cap shouted, without missing a beat. “Hello, Spider-Man!”

Spider-Man found himself suddenly, perversely certain that saying “Hi!” at the wrong moment would throw Captain America off his stride just enough to expose him to the one deadly flechette with his name on it But not saying “Hi!” might do the same thing... “Hey, Cap! Lookin’ good!”

“I’ll be done in a jiffy!” Cap called. He hurled his shield—his only source of protection from those deadly knives—away with all his might Moving with a speed that reduced it to a streak of primary-colored light it ricocheted off the floor with a loud *thwong*, rebounded off the ceiling, bounced off the floor again, and (not perceptibly slowed down), impacted a red failsafe button in the corner. The cannons ceased fire. The floating platforms disappeared. Captain America dropped to the floor, landed on his feet and, extended his arm just in time to slip his hand through the! straps of his returning shield.

Cap was one of the few people on Earth capable of performing such an insanely complicated maneuver casually. As well as one of the few remaining human beings capable of using the word “jiffy” without corniness or ironic intent.

Another unusual thing about Cap: his welcoming smile, as he leaped and somersaulted his way onto the second-level running track, was absolutely genuine. Spider-Man didn’t always get along with his fellow super heroes; too many of them either bought into the whole public-enemy thing, or, like Sean Morgan, simply had problems with his nails-on-a-blackboard wisecracking style. Captain America was one of a small handful of exceptions; having established to his own satisfaction that the wallcrawler fought on the side of the angels, Cap had absolutely no difficulty treating him with totally unguarded fellowship.

Just thinking on that gave Spider-Man another of those disconcerting moments of forced perspective. For just a heartbeat, he was once again the scrawny teenage kid who was always the last one picked for a team in gym

class. And he thought Hey. I am friends with Captain America. I am *friends* with Captain America. I am friends with *Captain America*. I am *friends* with Captain America.

Cool.

Captain America shook his hand and said: “Good to see you, son. This a social visit?”

“I wish it were, Cap.”

An understanding nod from the super-soldier. “Sean Morgan faxed us a complete report on the potential Sinister Six situation, a couple of hours ago. I was set to fly off to Tokyo on another matter, later today, but that one can wait; if you’d like my help, I’ll stick around town as long as you need me.”

Touched, Spider-Man said, “I appreciate that But we don’t know if they’re really getting together, or for that matter whether they’ll make their move tomorrow, next week, or six months from now. Besides, I’ve been able to deal with them before, and you always have plenty of other things to do. I’m here for another reason.”

There was no surprise in Cap’s nod. The offer had clearly been a serious one, and he would have backed it up in a second if asked, but he just as clearly hadn’t expected Spider-Man to accept it, for exactly the reasons stated. Coming from somebody like Cap, that was a major compliment.

Jarvis coughed. “Gentlemen, I have refreshments waiting in the other room. I set them out for the good Captain alone, but there is enough for both of you. If you’ll just follow me...”

“We’d be lost without you, Jarvis.” Cap followed Jarvis and Spider-Man into a small locker room off the running track. The floors were pure marble, the walls polished tile; doors to a sauna, a steam bath, and a shower room stood clearly marked along one wall. Even here, there were indications that this wasn’t exactly a normal athletic club; among them a sign outside the sauna warning that the chamber contained controls not only for heat but also for varying spectra of electromagnetic radiation. However, as promised, there was also a selection of freshly-baked cookies still warm from the oven, and freshly-squeezed fruit juices set on a table against one wall. Edwin Jarvis proved he was a butler with an impeccable memory by

immediately turning toward the percolator for the benefit of Spider-Man, who on previous visits to the mansion had established himself as a caffeine fiend extraordinaire.

Captain America gave his shield its own chair, then poured himself some celery juice, taking exactly one cookie as if to establish that he still possessed some human frailty. Taking a bite, he said: “So if it’s not the Six situation, web-slinger, what does bring you here?”

“I was wondering...” Spider-Man hesitated. He considered the matter somewhat delicate, and it was a bit more difficult to bring up with Jarvis here. What he finally blurted out surprised him: “... what you do about hood hair?”

Jarvis did a double-take. Captain America stopped chewing, and said: “I beg your pardon?”

“Hood hair,” Spider-Man said, helplessly. It was like watching himself in a slow-motion car-wreck; he couldn’t stop the process once started, and he had to see it through.

“You know, when you take off your hood, and static makes all your hair stand straight up on end... I find that incredibly annoying, don’t you? How do you handle it?”

Captain America and Jarvis exchanged bemused glances. Jarvis hurriedly returned to his work at the percolator, and a now guardedly amused Cap swallowed his cookie, sipped his juice, and said: “Somehow, Spidey, I don’t really believe that’s why you came here today...”

Spider-Man’s face, under the mask, was as red as the cloth itself. “Well, no, not really... but I’ve been thinking about it, and as long as I did have to drop by...”

As Jarvis handed Spidey his coffee—a particularly fine Colombian blend that smelted like it tasted the way most coffee tastes only in dreams—Cap scratched an errant itch on his chin, “Absolutely no problem. I suppose we ought to hold support group meetings every once in a while, just to nail down these minor but practical issues that somehow never come up when we’re out in the field. If you really want to know, son, it’s never been that much of a difficulty for me. Back in World War II, I wore a crewcut and grooming wasn’t really that much of an issue. More recently, I use a special

hair tonic Tony Stark developed just for people in our industry with our unusual sartorial problems. Jarvis can probably hook you up with a bottle or two, if you want...”

“Uh. Okay. Thanks.” He knew Cap was joking, or at least he thought he was—it wasn’t easy to tell with a straight-shooter like Cap. Spider-Man pulled the cloth of his mask away from his mouth, hooking it over the tip of his nose so he could sip his coffee. It still left the mask on over most of his face.

“And now that we’ve gotten that out of the way,” Cap said, with an unwavering smile that nevertheless betrayed awareness that everything beforehand had just been a psychological delaying tactic, “why are you really here?”

Spider-Man, realizing now that Jarvis probably knew enough personal stuff about the Avengers to keep gossip columnists busy for years yet would die before revealing any of it, repeated the same request he’d made of Sean Morgan.

Cap nodded sympathetically, with a level of understanding that suggested he suspected a personal, perhaps even family relationship between Spider-Man and the two deceased government agents. When Spider-Man was done. Cap glanced at Jarvis—who, ever the perfect butler, pretended to be invisible—and said: “No problem, webhead. I know you’ve got your reasons. And after all the times we’ve teamed up, I owe this to you ten times over.”

Captain America owes me.

Cool.

Only anxiety over what he was likely to learn from his parents’ records kept Spider-Man from doing a triple-somersault with glee. “You can get me access?”

Cap shook his head. “Not directly. The government does allow Avengers into its main databases, but only under specific guidelines. Specifically, the clearances in question are only open to Active Members. Reservists or Inactives—especially, I’m sorry to say, those greeted with as much official suspicion as the Sandman and yourself—have to make their requests through us. Which means I’ll have to look up the files for you.”

Spider-Man's crest fell. "So I have to tell you their names."

"Yes," Cap said. "You do." His eyes narrowed slightly; the look of a man habitually ten steps ahead of everybody else, whose suspicions, if any, had been supported by Spider-Man's hesitation. He spoke softly, "Not that I'll ever ask you why you need this information, Spider-Man. You have the right to your secrets."

Across the room, Jarvis cleared his throat. "Captain? Spider-Man? I'm afraid I have urgent matters that suddenly require attention in the kitchen. If you'll excuse me?"

Captain America nodded, without taking his eyes off Spider-Man.

And that should have been enough. But even as Jarvis exited in a burst of discretionary propriety, Spider-Man found himself hesitating. He didn't know why. Of course, giving Cap the names of his parents came perilously close to revealing that they were his parents, but what was the problem with that? This was Cap. Cap: the most trusted man in America. Cap: the man who'd practically displaced the bald eagle as the most prominent symbol of his country. Cap: the man who'd always played straight with him, who always played straight with everybody. Cap: the man Spider-Man would have trusted with his life in a heartbeat. If Cap didn't deserve custody of the single most revelatory clue to Spider-Man's identity, then who did?

It was such a little thing, when you considered all the other people who'd ferreted out his secret identity over the years. Daredevil... Captain Stacy... Mary Jane, who'd figured it out years before he got up the nerve to tell her... Aunt May, who hadn't even revealed that she'd figured it out until right before she died... even that dying little boy in the cancer ward. They'd all kept the secret. Then there was Joe Robertson, the managing editor at the *Daily Bugle*... who might or might not know but had certainly dropped enough provocative hints over the years. And several members of the X-Men: specifically Jean Grey, Professor X, Wolverine, and Bishop. They'd kept the secret. Hell, if it came down to that, even Venom and Puma had kept the secret, which was pretty impressive for a couple of murderers who would rip out his spleen as soon as look at him. If they could know, without telling anybody, why couldn't he tell Gap? Didn't Cap deserve to know?

Then Spider-Man thought of Norman Osborn. Who had found Peter Parker's face beneath Spider-Man's mask and immediately declared war on everybody in Peter's life. Norman Osborn, who had killed a woman Peter Parker loved, and murdered a man Peter Parker considered brother.

It was ridiculous. Merely mentioning Norman Osborn and Captain America in the same sentence was an injustice. After all, one was evil incarnate; one was one of the most heroic men ever to walk the earth. But Osborn was always there, standing over the Secret he had turned into a murder weapon... and deliberately revealing that Secret even to a trusted friend like Cap, meant first having to look that ghost in the eyes.

Spider-Man, considering it remained silent for all of ten seconds.

And when those ten seconds were over he was sincerely ready to tell Cap everything.

But by then his hesitation had spoken as eloquently as any words... and Cap had placed a single hand on his shoulder.

"Don't worry about it son. You have other avenues. Find out on your own, if you can. If it doesn't work out I'll always be willing to help."

Spider-Man was glad his hood hid his face, because his cheeks were burning with shame. "Cap... I..."

"I said don't worry about it." Captain America said, with no irony at all. "We're in a secretive business, you and I. All of us. Two of the best friends I ever made in this line didn't tell me their true identities until I found out by accident, years after we started fighting side by side. I didn't take it personally from them. And I don't take it personally from you." He turned, retrieved his star-spangled shield, and slipped his arm through the straps on the interior side. He flexed his gloved fist once, twice, then three times, and smiled. "Do me one favor, though? Without telling me any more than you're comfortable with—do let me know, at least yes or no, whether everything turns out all right."

"I'll do that." Spider-Man said gratefully.

Captain America waved. "You can show yourself out, right? I have to pack for Tokyo."

"No prob, Cap. And thanks."

And then he was gone.

Spider-Man took one last sip of his nearly untouched coffee and found a well of bitterness that belied its previously sweet flavor.

He knew Cap didn't take it personally. Cap was, after all, Cap; respect for other people was a large part of what made him the man he was.

But that didn't change how Spider-Man now felt about himself.

And the thought was still there, echoing in the otherwise silent room: *Good going, webhead. You just told a friend he was a stranger. You just told the most trustworthy man on the planet you didn't trust him. You just insulted a living legend.*

Pretty good score for one conversation...

After the planning session, the Gentleman indulged himself with a brisk afternoon walk-invigorating despite the necessity of sharing his sidewalk with the slack-jawed, uncouth barbarians who laughably considered theirs the greatest civilization in the history of this earth. He was unable to discern a thought or a noble impulse in any of the faces he saw, finding naught but bovine self-interest in most. It was not the America he'd known on his last visit which had been distasteful for any number of other reasons, including its rudeness, its witlessness, its pretensions and its filth; the America he found now seemed to have given up most of its cultural memory and its higher reasoning ability as well. As far as the Gentleman was considered, it was a land already well on its way to devolving back to the caves—a land that well deserved the immediate future he had arranged.

He was still glowing with the awareness of his own innate superiority when he returned to the townhouse to check on the preparations.

It was a different gathering. The townhouse he'd left had been a cauldron of excitement as five of the world's most dangerous men hammered out a course of action capable of dovetailing with the first phase of what he expected from them. They'd bickered, insulted each other, come to agreement suggested novel ways of inflicting terror on the city and highly detailed disfigurements to be inflicted upon the person of Spider-Man; they'd come up with a suitably vile plan; and they'd expressed their anticipation of the moment when they'd be able to start playing their new game.

The townhouse was a much quieter place now. Beck was gone; as usual with his schemes, his part in the drama to come would require significant advance preparation, which would occupy his every waking moment both tonight and tomorrow. He deserved credit for being able to make his arrangements in less than forty-eight hours, instead of the months it might have taken entire work crews of ordinary men. Smerdyakov was also gone; his own task may have seemed comparatively simple, but it also needed several hours of night work dealing with explosives and timers under the most demanding of stealth conditions. They had both pledged to be back at the townhouse by this time tomorrow, freeing the stage for the grand announcement to follow twenty-four hours later. Toomes' own part was childishy easy—he didn't need anything but his own talents—but he was gone too, either to pursue his own interests, or to help either of his aforementioned colleagues in their labors.

That left Dillon, Octavius, and Pity.

Octavius was moving around in the kitchen, no doubt—if his physiognomy was any indication—preparing himself something with plenty of starch. His voice was clearly audible from the foyer; like many in his line of endeavor, the man ranted about his genius even when he thought he was alone. Dillon was sprawled on one of the easy chairs, his right leg draped over the corresponding armrest; the sullen look he flashed at the Gentleman as he entered offered mute confirmation that he'd probably spent most of the past couple of hours casting ardent stares at Pity. Pity herself was sitting motionless in the corner, eyes downcast, lips tremulous. The Gentleman knew she hadn't moved since he'd left. He had told her to stay, and she'd stayed, from all appearances totally withdrawn, but in actuality alert enough to monitor her new teammates for any signs of incipient betrayal. It was, of course, far too early for genuine treason; though he'd already blessed them with one major detail, they still did not know the entirety of the plan. But it was never too soon to let the dogs know that their master was vigilant.

The Gentleman nodded at Dillon. "They also serve, eh? You should have gone to help your friend Beck. I imagine your talents would have been significantly useful, redirecting so much municipal power."

Dillon grunted. "Toomes is helping him. I wanted to stay here."

“You’re not still sulking over your rather... behind the scenes... part of the plan?”

“No. I know I’ll get to fight the bugman sooner or later. I... just wanted to stay here.”

The Gentleman glanced at Pity, then smirked to demonstrate that he understood exactly why Dillon had stayed. “I see.”

Dillon saw how transparent he’d been, and reddened. “I tried to talk to her. Make friends.”

“I told you. She does not speak.”

“I once shared a cell with a mute guy. It was still possible to communicate with him. She acts like she’s afraid to admit she even hears me.”

The Gentleman looked pleased by that. He crossed the room and tapped her on the knee with the tip of his walking stick. Only then did Pity look up, her eyes wide and pleading. He spoke coldly: “You may get yourself a small drink of water. Warm, from the tap. But no more than half a cup, and you will return to this corner to drink it.”

Pity leaped up at once, hurrying into the kitchen like a small dog scolded for being bad.

Dillon watched her retreat. “What is she? Your robot?”

“You know she’s not,” the Gentleman said. “She’s as flesh and blood as you are. And no doubt she heard everything you said to her. She may even like you; stranger things are possible. But her wants, and needs, and preferences are not important Mine are. This was made dear to her years ago, through the most persuasive conditioning techniques available at the time, and is now as much a part of her being as her... ah... unusual genetic resources.”

Dillon’s face twisted with a degree of empathy that most of his court-appointed psychiatric evaluators would have considered alien to him. “That’s a pretty good definition of slavery, mister.”

“A much underrated institution,” the Gentleman said. He withdrew a Corona from his jacket pocket and sniffed it. “Human beings have always been a marketable commodity. This century may be the first where the

majority of civilized nations have become too feeble of will to accommodate the trade. Fortunately, I have no such limitations.”

Dillon stood up and crossed the room in three angry steps, delivering his response in a harsh crackling whisper: “You know, I’ve only known you a few hours, and I already don’t like you.”

Most men would have cowered, afraid of the powers commanded by the man better known as Electro. The Gentleman, who had faced down worse, merely smirked, and spoke in a voice just as controlled: “You feel sorry for her, eh?”

“Yes. Yes, I do.”

“Appropriate, after all,” the Gentleman said. “Her name is Pity.”

Dillon’s eyes flashed like circuitry on fire. “Do you get some kind of sick thrill from terrorizing her?”

“Not at all,” the Gentleman sniffed. “She is nothing to me. As you and the others are nothing to me. Just another resource, to be used as long as I find profit—or pleasure—in the association. Of course, if my treatment of her truly offends you enough to endanger our enterprise, then her usefulness is placed in question.” He mimed serious consideration. “Perhaps I’ll order her to kill herself. Or... or...”

Pity had returned, still holding her untouched cup of water. She did not return to the corner, as previously commanded; instead, observing the confrontation between Dillon and her master, she drew close, her expression blank but for eyes as moist and vulnerable as ever. The room grew noticeably dimmer, and shadows on all four sides seemed to elongate...

The Gentleman glanced at her, and leered maliciously. “Ah. Here is an idea. Perhaps I will offer her to you as an incentive bonus. Perhaps, when our enterprise is successfully concluded, I shall simply abandon her to your care, so you may treat her in a manner that better suits your compassionate sensibilities. I am certain that you shall, initially at least, be a perfect... if you deign to excuse the expression... gentleman.” He smirked. “But she will never consider you a friend. Or a man to love. You will always be... just the one who gives orders.”

Pity looked even more stricken than usual.

Dillon, of course, couldn't help notice that. As the Gentleman meant him to. "I oughta fry your butt right now."

"Another option," the Gentleman said. "Of course, if you took it, you would not only sacrifice everything that rides on our enterprise, but you would also render the lady in question your mortal enemy. And you don't want her as an enemy, do you? You like her too much."

Dillon crackled at the edges, but backed down, his eyes burning.

It was a dangerous game the Gentleman played, but it was the game he always played: his field, the petty fears, ambitions and desires that drove the majority of the people on the planet, his game pieces, the dance between their need for him and their hatred of his manipulations. He was driven to this game like most men are driven to breathe; his own lifelong disappointment with humanity demanded it. For lesser men, it would be foolish to court the hatred of a creature like Electro, but for the Gentleman, it was merely that part of the game that kept things interesting. He particularly enjoyed the way Dillon glowered when a snap of his fingers signaled Pity, showing no evident spontaneity or affection, to move close to the Gentleman, stand on tippy-toes so she could reach the taller man, and plant a dutiful kiss on his cheek. He took pleasure in permitting Dillon to see that this little act terrified her, humiliated her, and made her skin crawl.

Dillon was one of the most powerful men on the planet. His dynamo of a body made him as potentially deadly as any bomb dropped from any plane. He was a valuable catspaw—and in some ways, though it was not yet time to tell him, the most important to the Gentleman's plan. The final phase of this operation could not possibly work without him.

But he was still just a man. And in terms of intellect, a sadly limited man. The Gentleman had survived the hatred of worse.

Still grinning, he looked over Dillon's shoulder at the pudgy, tentacled figure filling up the doorway to the kitchen. A man accustomed to being in charge, who chafed at being a hired hand. A man of intellect and breeding, whose suspicious glare was a far more pressing source of concern—whose idiotic soup bowl haircut utterly failed to hide the intensity of the thoughts that roiled beneath.

Dr. Octopus.

*Yes. the Gentleman thought, enjoying himself. As I expected.
He is the one who most bears watching.*



Chapter Four



On cursory examination, the townhouse in Manhattan and the small white house in Forest Hills, Queens, could not have seemed more different.

The townhouse sat on a narrow side street on the West Side; it was made of stone and covered with ivy and set off by an elegantly wrought iron gate that was less a deterrent to criminals than a discreet symbol of the wealth that sat cloistered within.

The white house sat in an aging suburban neighborhood, among wide streets and scrupulously mowed lawns. It was a modest clapboard home, with a white shingled exterior and a sloping black roof, on a half-acre lot shaded by trees and contained by a freshly painted white picket fence. Though clearly one of the older houses in the area—where many of its contemporaries had been torn down and replaced with homes of newer vintage—it seemed more quaint than decrepit a tribute to the good old days that never really existed but which everybody of a certain age seems to remember anyway.

They were two houses separated not only by a river, and miles of geographical distance, but also by worlds. One house bespoke the privileges of wealth, the other bespoke the simpler ambitions of the lower middle class. If they had anything in common, it was that they both seemed peaceful enough; there was no signposts capable of alerting the casual passerby that there was anything extraordinary about the people in either of them.

But the townhouse was home to a gathering of monsters. And the modest clapboard house was home to the hero who fought them.

Spider-Man's commute home was as discreet as any approach by a man in a red and blue bodysuit possibly could be. In his case, that was pretty

discreet. He came in over the suburban rooftops, taking refuge wherever he could find it—sometimes behind big brick chimneys, sometimes in the upper branches of trees, sometimes in tiny patches of shadow lengthening beneath the late afternoon sun. Sometimes, when his uncanny spider-sense warned him that he was danger of being spotted by his neighbors, he froze in place for as long as a minute at a time; but it wasn't long before they looked away and he was able to leap or scramble to the next place of concealment. It was a handy thing, this spider-sense; despite these delays, and despite his impatience for streets that were not (for him, at least) nearly as conducive to rapid transit as the concrete canyons of Manhattan, he still moved through the neighborhood faster than most people were willing to drive—and despite streets that were inhabited with shouting children or pedestrians trudging home from the bus stop or the train, he was still able to pass over their heads and across their backyards without even once being spotted by anybody. He sometimes wondered if he was the only super hero who commuted—if, for instance, the Avengers had somebody who showed up fifteen minutes late for battles with Kang or Attuma and complained that it was all the fault of the damn LIRR strike. Maybe they carpooled. In civvies, he hoped.

Tonight as he hopped over the head of an unsuspecting grandpa gathering up all the plastic toys strewn about the backyard swings, landed on the old man's roof, and immediately launched himself into a leap that completely cleared the two remaining backyards between himself and the palatial Parker estate, he found himself wishing for the transporter booths and secret underground access tunnels that certain misinformed sources claimed typical accessories of the average super hero's lifestyle. He wasn't sure he could ever rely on such conveniences—especially since he genuinely enjoyed web-slinging—but they would sure be tempting on days like today, when the temperature was only a degree or two above freezing.

The big old tree that sheltered the Parkers' backyard, that in summer provided so much cover that he barely needed his stealth to stay hidden in its upper branches, Was this time of year denuded and bare. He scrambled across the branch that shadowed the attic window, hopped down, and slipped inside so quickly that even somebody looking directly at him might have discerned nothing but a flash of red color.

Mary Jane had left his brown terrycloth bathrobe—ratty but still a favorite—hanging on a hook just inside the window. As he changed, he heard soft classical music filtering up from the first-floor living room, and smiled. He could usually read his wife's moods by the kind of music she played. She preferred loud rock when club hopping, or when she had chores to take care of at home, but she used jazz when she was feeling maudlin and classical when she wanted to relax. He loved her in all her moods, but had been in a soft classical mood himself. He called to her in an outrageous parody of a Cuban accent: "Loooooseee! I'm home!"

"Ricky!" she shouted back.

The Lucy-Ricky bit was a shtick they'd been using to amuse each other for a couple of days now. It would pass, like stupid private jokes usually did—but until then, he was determined to enjoy it.

He climbed down one flight of stairs, took a hot shower as much to get the winter chill out of his bones as to scrape off the detritus of a day's webslinging, then donned a T-shirt and jeans and descended to the living room.

Mary Jane was curled up on the couch, facing a coffee table littered with envelopes large and small. He could tell she'd been home a while by the way she was dressed; always stunningly fashionable when out in the world, as her career as a model-actress demanded, she sometimes—but not very often-compensated by going as far as possible in the other direction at home. Today, she'd dressed in faded jeans, an oversized Empire State University sweatshirt that would have qualified as shapeless on anybody else, and a pair of battered pink bunny slippers that somebody—maybe Betty Brant, maybe Jill Stacy-had presented her as a gag gift on her last birthday. Her long, luxurious red hair, which normally cascaded around her head and shoulders like a flamboyant corona cast by the beautiful face at its center, had today been tied back behind her head, but for a few rebellious strands that insisted on feathering her cheeks instead.

The pleasant irony of all this was that Mary Jane's occasional attempts to be casual about her appearance were always entirely ineffective. She couldn't help herself; she was always stunning. The very first time he'd met her, at the start of a blind date he'd been trying to duck for months, she'd

greeted him with “Face it, Tiger: you just hit the jackpot.” He’d seen no reason no quarrel with that assessment. Today, as he bent over to kiss her, he still didn’t.

After about a minute, she said: “So. Hero. Save the world yet today?” A question that in some marriages might have been sarcasm, but which in theirs was simple idle curiosity.

“Naah,” he said, hopping over the back of the couch to land beside her. “Too cold. I bet even Doctor Doom’s at home, cocooning.”

“With who?”

“Ummm. Good point. I don’t think there’s a Mrs. Doom.”

She snuggled up. “What about your family research? Any luck with that?”

“Not yet. Nothing but dead ends.” Changing the subject a little too quickly, because he didn’t want to burden her with the news about the Sinister Six just yet, he asked, “Anything interesting in the mail?”

“A check for one day’s work on *Fatal Action IV*,” she said, referring to her starring role in a motion picture that had been delayed indefinitely due to Mysterio’s attack on the cast and crew. “A card from Aunt Anna, with the same old ‘what’s new’ from Florida. Bills, bills, and more bills—but most of them only first notices, so we’re in pretty good shape for a change. Spent the bulk of the day reading scripts.”

He raised an eyebrow. “Really.”

“Uh-huh. Seems that my conduct during the Mysterio mess enhanced my rep as a real trooper. At least,” she said, her lovely face curling into a scowl, “among the kind of producers who value the publicity so much they don’t even bother to see if I can act or not.”

He winced. “That bad?”

“Well, let’s put it this way: I started them all. And managed to get fifteen pages into one of them.” She shuddered. “Tiger, mind answering a question for me? You’re a man, right?”

“Uh, right Though I kinda hoped my lovely wife would have considered that an established fact by now.”

She gave him a squeeze. “You’re so cute when you’re insecure. No. Really, you know very well that wasn’t the question I meant Can you answer this as a man? Can you please tell me the appeal of a Women-In-Prison movie? I mean, not a sensitive character-driven drama of the conditions faced by women behind bars, but the kind of story where, less than five pages into the script, a riot in the yard has us all scrabbling around in the dirt pulling each other’s hair while the guards take bets?”

He winced. “That was one of them?”

“That was three of them.”

“Ouch.”

“Ouch is right. What’s frightening is that when I took a look at the creepy state of our bank account I almost considered taking one. So tell me. You’re a man. What’s the appeal?”

“I plead the fifth?” he ventured.

“May the record show that the male who regularly battles alien symbiotes and guys dressed up in rhino suits flees in terror from a interrogation regarding the various disturbing peculiarities of his gender.”

“Absolutely,” he said. “Give me Galactus over a redhead with an embarrassing question any day.”

“I don’t know, Peter. I like acting, but not because of the notoriety—I’m serious about it. It means something to me. But some of the roles I’ve been offered lately would humiliate Barbara Ann Boopstein. I’m torn between wanting to take something, anything, just to stay active—and not incidentally, help to bring a little more money into this chronically strapped household—and thinking I should keep saying no until I get an offer with a little dignity. What do you think?”

He didn’t hesitate at all. “I think that you’ve always been very good about not doing anything that made you uncomfortable. And I think you should listen to your instincts.”

“I know, I know, but the money—”

“What was it you once said to me? That you don’t want our finances to pressure you into doing something you’d be embarrassed to find on a video

shelf five years from now? I think that's a good way to go. We'll get along, just like we always have."

"Which," she said, kissing him, "is exactly what I thought you'd say."

"Glad to be of service, milady."

"Now." Her green eyes narrowed. "What are you trying so hard not to tell me?"

As Spider-Man, Peter had seen the escapes of Electro, Mysterio, and Doctor Octopus hit the moving headlines on the news building in Times Square. He said: "I take it you haven't seen the news today."

"Huh? No, too busy reading. What's up?"

He told her. Predictably, Mary Jane stiffened with each new revelation. Part of her visceral response was no doubt due to her own personal history with various members of the Sinister Six. She had, after all, at various times in her life, been kidnapped by an imposter disguised as the Vulture, forced to use a baseball bat to defend herself against the Chameleon, and only a few days ago survived the murderous intentions of Mysterio. And the entire membership of the Sinister Six had been involved in a previous incident on the set of the *Fatal Action* film prior to the one Mysterio had just ruined all by himself. Too, Mysterio had just terrorized and murdered a close friend of hers, and she'd allowed herself to believe that he'd been brought to justice for that crime. Now, it was impossible to avoid the awareness that Mysterio could now keep his promise to seek vengeance on her. But most of it was the knowledge that each of these men was a significant danger to everyone who lived—and that the man she loved would be once again forced to take insane risks to live up to a responsibility greater than anybody should ever have to burden.

She said: "Do me a favor. I know you can't duck this situation, but you don't have to go it alone. Do you trust this Colonel Morgan?"

He thought about it. "I don't really trust any authority figure unconditionally. After all, if the suits ever ordered him to go after me, he'd have to do it without question. But do I think he's a good guy? Do I think he'll keep his word? Yes."

"Then if the man wants to help you, let him help you. Take any advantage you can get against those people."

“I intend to,” Peter said. “I may be crazy, but I’m not stupid.”

“I’m serious. I don’t like seeing you come home all bloody and bruised, more dead than alive. I know it’s part of the price I have to pay for being your wife, and I usually pay it without complaint. Well, without much complaint anyway. But I’m not going to let you take bigger risks than you have to, just because you feel more heroic dealing with people like the Six alone. If Morgan wants to help you, don’t throw it back in his face.”

“I won’t,” he repeated. “I promise.”

“You sure?”

“Yes, I’m sure.”

She prodded him. “Then why do you look like you just swallowed a lemon?”

“Well, as long as he’s gonna help me with that, I only wish he’d help me with this other thing. Access to my parents’ files.” He told Mary Jane about all of Spider-Man’s failed attempts to exploit his contacts in the superheroic and law-enforcement communities. Morgan and Captain America had been only a small part of it; the webslinger had tried half a dozen other sources, before and after, and was each time either refused or asked for qualifying information capable of putting his secret identity at risk. “It burns me,” he said finally. “It really does. After everything Spidey’s done for this city—for this world !—I can’t even call in a simple favor! I—” He frowned. “What’s so funny?”

There was a knowing smile tugging at the corners of Mary Jane’s lips. “I warn you, tiger, you’re going to feel really stupid when you find out.”

“I feel stupid already,” he said. “Your point?”

“Specifically, that you spend way too much time in that super hero suit.”

It was such a non sequitur he had to stare at her. “Probably.”

“So much time, in fact that you’ve begun to think as Peter Parker as the disguise worn by Spider-Man, instead of the other way around.”

He knit his eyebrows warily. “Oh?”

“No,” she laughed and bopped him over the head with a cushion. “Don’t worry! This is not a lead-in to that old argument! It’s a simple observation!

And it's the reason you can't find what you're looking for—at least not the way you're looking!”

“What do you mean?”

She spoke with exaggerated slowness. “Don't you get it? You're not investigating Spider-Man's parents. You're investigating Peter Parker's.”

His mouth fell open.

She continued: “And it's Peter Parker who should be asking the questions.”

He did feel stupid.

“After all,” she said, “nobody's going to be suspicious about why you want to know...”

She might have said more, but that's when he kissed her.

As the sun retreated low over the horizon, the shadows in the concrete canyons grew longer, bearing with them the first hints of night. The air turned even more bitter as the last vestiges of the day's warmth began to fade; all over the city, the people who called this city home felt the cold rake their throats, saw their breath puff from their lips like steam from locomotive engines, and shuffled off to the indoor places where the glories of modern civilization had managed to keep a little warmth caged for their benefit.

It began to snow. Not a lot: not enough to stick in Manhattan, which was always a little more resistant than the lands that surrounded it. But enough to flit about at skyscraper level, teasing the streets below with the possibility of harsher storms yet to come.

In the Presidential Suite of the Plaza Hotel, the architect of one of those storms sat in an easy chair before an expansive picture window, sipping a truly superb cognac as he watched the city batten down for night.

It was not a perfect view. The window overlooked Central Park, which may have been scenic enough, but was nevertheless not the part of the city that would be hardest hit by the final stages of this enterprise. The Gentleman would have much preferred a view overlooking the great centers of business, or perhaps the towering condominiums inhabited by the city's pathetic and self-absorbed wealthy; it would have been amusing to gaze out

at their little enclaves and think about all the doomed complacent people unaware that the entire fabric of their civilization was about to come tumbling down all around their heads.

But he supposed he couldn't complain. The view notwithstanding, it had still been a productive day. His negotiations with the super-powered miscreants had gone extraordinarily well; they'd accepted his terms, and were even now making final arrangements for Phase One.

Better yet they even imagined themselves in control of the situation. Even those not entirely swayed by greed were still operating within estimated parameters; the smitten Oil-Ion allowing the manipulation of his emotions, the snarling Octavius ignorant of the precautions that had been taken against him. The rest of them actually seemed to believe that they'd emerge from this partnership with anything but the taste of ashes.

The Gentleman smirked. *How surprised they would be, when the final accounts were tallied! How impotently enraged!*

And as for the other one...the self-proclaimed hero, himself...

The Gentleman raised his glass toward an imaginary befuddled Spider-Man crouched on the balcony window. It was not precisely the same mental image that Octavius or the others would have conjured up, in that this Spider-Man wore everything but his mask. This one wore instead of that ridiculous hood the face of the normal man the freakish wall-crawler sometimes pretended to be: a man whose life the Gentleman had already shattered once.

It was a distinction that none of the current members of the Sinister Six could claim. The Gentleman had already reached deep into the young man's life and taken that which could never be replaced; had in fact taken even more than the young man knew he was missing.

Or, to put it another way: he had always been Peter Parker's enemy. Only magical, marvelous fate, many years later, had also made him Spider-Man's.

And now they were about to meet.

Ah, Peter, Peter, Peter. If you truly had any clue what I have in store for your greatest enemies, you might not try so hard to stop me. You might just let it happen, if only to see the betrayed expressions on their faces.

He sipped his cognac. Let it warm his belly, as the next thought warmed his heart.

Of course, by then, you'll probably be as dead as your mother and father.



Chapter Five



The next day, as it happened, there were absolutely no developments involving the Sinister Six.

Super hero life could be messy that way, sometimes. Menace B didn't always wait until you were finished with Menace A; sometimes you were all geared up to fight one bunch of sociopaths and it turned out you had to deal with another bunch of sociopaths first.

In this particular case, Spider-Man had to contend with a hairy situation on Fifth Avenue, involving not one but three villains of the undearingly lame variety, all of whom attempted to rob a Swiss currency exchange of its francs, marks, and guilders. One was the skateboard-riding miscreant known as the Rocket Racer, whose speed and agility might have been formidable if he wasn't so easy to knock off his chosen form of transportation; another was a recently recurring nuisance known as the Candy Man, who today came armed with a peppermint-stick bazooka; and a third was a long-inactive guy called the Black Hole, who might have been blessed with the ability to make things disappear but who was so incompetent that he had once been defeated by the girlfriend of a little humanoid duck. In terms of general concept, aesthetic sensibility, and all-around cluelessness, these three made perfect partners for each other. Spider-Man took them out so quickly that a witness with a camcorder later won grand prize on *America's Funniest Home Videos*.

later, Peter Parker was able to meet Mary Jane for dinner, and actually finish the meal at his leisure without an unexpected crisis requiring a sudden change to Spider-Man. They got to go listen to some fine jazz in the Village, and made it home in time for a nice, quiet, romantic evening before the fire. If he spent some of the wee hours after Mary Jane fell asleep

making a quick rooftop-level circuit of Manhattan hoping for the telltale spider-sense buzz that might alert him to the whereabouts of the Six, it was still, pretty much, a good day.

Which was a good thing. Because the next day would be not quite as good.

And the day after that would be even worse...

Early afternoon.

The *Daily Bugle* took a lot of abuse, even for a newspaper. Forget the inevitable libel suits from politicians horrified at being quoted accurately; forget the angry letters to the editor from readers who thought it was too liberal or too right-wing or too controversial or too soft on the issues or too hard on certain friendly neighborhood super heroes; forget America's tendency to demonize the press for the bad news it delivers; forget the occasional attacks made on its reporters and editorial staff, both on and off the job, by people like Tombstone and Carnage and the Scorpion and the Green Goblin and Jack O'Lantern and Mr. Hyde; forget even the fallout of more exotic disasters like the plague of demons sent by the Norse fire-giant Surtur. Forget all that... and consider just the daily torrents of multidirectional abuse that emanate from the mouth of its perpetually aggravated publisher.

Peter Parker had it on good authority, from colleagues who worked in the city room all day, that J. Jonah Jameson was not actually yelling every moment from his arrival first thing in the morning to his departure sometime after the first copies of the next day's edition rolled off the presses early each evening, *fie serious*, they said. *If he yelled that way all day long, how would anybody get any work done? It's just your luck, that's all. For some reason, you always walk in just as he's starting to rant. Trust us: you just see him at his worst, that's all.*

Intellectually, Peter knew this had to be true. He even knew it in his heart. Despite all the intense aggravation he and his wall-crawling alter ego had taken from Jonah over the years, he'd seen the man's human side just often enough to confirm to his own satisfaction that it did, in fact exist. Certainly anybody capable of earning the loyalty of Editor-in-Chief Joe Robertson—who was, in Peter's opinion, to newspapermen what Captain

America was to super heroes-had to have something going for him. But working at the Bugle still meant dealing with a whole lot of yelling.

As Peter ambled through the double doors to tenth-floor city room, he waved to various people he knew: the embittered advice columnist Auntie Esther, who was both chain-smoking and sneering with her trademark existential nausea as she picked up the day's mail from readers who needed her to help run their lives; his old friend Betty Brant who sat at her desk tapping a coffee cup with a pencil as she whispered urgently into a phone ("No, Hash. Not now, Flash. I'm at work, Flash. No, I don't have the time for this. Rash."); the rhyming but otherwise unrelated Glory Grant, who ran past him shouting a quick *Hi-Pete-How're-You-Doing-Pete* as she carried a thick stack of papers out the double doors to the elevators. Although Jolly Jonah's voice was clearly audible-yelling incessantly from one of the offices on the far side of the city room—the man himself was blessedly not visible. Neither was Joe Robertson, who was obliged to spend so much time witnessing Jonah's insane tirades that it was sometimes a wonder the paper ever got printed at all.

Peter scanned the faces and saw the one he'd come to see.

Ben Urich was a thin sandy-haired man in his mid-forties, who was absolutely nobody's nomination for Mr. Physical Fitness. He smoked incessantly, coughed whenever he was between cigarettes, wore suits that hung limply on his underweight frame, and seemed to live on takeout coffee and hot dogs scarfed down in a hurry whenever he was on his way to another interview. Though he seemed to have an inexhaustible supply of energy, when it came to ferreting out the facts for one of his stories, the weariness and cynicism born of the various things he'd discovered had etched deep lines in his face, making him look easily ten years older than he was; it was all too easy to mistake him for a case of incipient burnout. In fact he was something else entirely: the single best reporter Peter had ever known. Among those in the know, Urich was widely believed to be able to find out anything—and, more than that, to have personally buried more than one story he personally believed better off untold.

Ben Urich would probably never be rich, or for that matter famous. At least not to the *Bugle's* readers, who usually failed to register his byline. But in the corridors of municipal power, and in the oak-paneled offices of

the corporations, and in the back rooms of organized crime-wherever the system strained at the edges, and the venal and corrupt sat like ticks growing fat on the life blood of the people-he was watched with a respect that sometimes bordered on fear. He'd had his hand broken, his home invaded, and his wife attacked - but he'd always come back, sometimes with graphs capable of shaking empires.

It was a measure of Urich's worth that the *Bugle* actually indulged his aversion to computer keyboards and allowed him to type his stories on paper, using an old manual Olivetti he'd reportedly won in a bet from a similarly cyber-phobic science fiction writer in Sherman Oaks, California. As Peter approached, Urich was busily tapping away at his latest, leaning so close to the typewriter that he peppered the story itself with ash from his Camel. Without looking up or missing a keystroke, he said: "Peter."

"Ben." Peter winced as a fresh wave of Jamesonian invective, audible but too distorted for comprehension by its journey across the clattering keyboards and other ambient sounds of the city room, echoed past himself and Ben as attractively as a bad rumor. He said: "What's our peerless publisher so peeved at today?"

Urich puffed a cloud at the last graphs of his story. "The *Globe* beat us to a story about a certain alderman who's been caught taking kickbacks on new housing starts."

"That's the reason for the tantrum?"

"It's today's reason," Urich said. He puffed a second cloud to join the first: "You know Jonah: he needs his anger."

Peter smiled. "I notice I've never seen him angry at you."

A darkness passed over Urich's haggard features. "Well, in my case, he found something that intimidates me more than his anger."

"Oh, really? What?"

"His disappointment." Urich rubbed his right wrist and winced, clearly experiencing a phantom pain from long ago. He did not elaborate, though—merely rolled his chair over to a battered personal filing cabinet beside his desk. As he unlocked the bottom drawer with a key, he said: "You're in luck. In most cases, the federal government being the bureaucratic octopus we all know and loathe, a request of this kind would have taken weeks to

process. But after you called me the other night, I spent part of yesterday morning calling in some favors with an old source at the National Security Council. He pulled some strings and overnighted the files you were looking for.” He opened the drawer and removed a pair of thick manila folders bound by rubber bands, which he immediately handed to Peter. “From what little I saw, just collating, they seem fairly complete.”

Peter stared dumbfounded at the thickness of the stack Ulrich had just given him. “Holy Hannah. Ben—you’re a miracle worker.”

“Not really.” Ulrich peered at him curiously. “After all, aside from expediting the request, I didn’t do anything you couldn’t have done.”

“But—”

“Come on. Peter. Do you really mean to tell me that an accomplished photojournalist with your knack for getting the impossible shot needed my help in basic reporting technique? Haven’t you ever heard of the Freedom of Information Act?”

Peter’s cheeks burned. *Actually, Ben, the reason I get so many impossible shots is that I’m usually part of the story myself. Most of my rep comes from Spider-Man shots, and those are all self-portraits shot with automatic timers. If it wasn’t for that, my “accomplishments” would be mediocre at best. Of course, if it wasn’t for that, I’d have probably gotten my doctorate and been a biophysicist by now...so*

there are disadvantages too. He made light of it: “Aw, I’ve never been any good at that bureaucratic stuff, Ben. You know that.”

“Uh huh.” Ulrich stubbed out his cigarette and immediately looked regretful, like a man who’d just had to put the beloved family dog to sleep. He turned back to the typewriter and said: “Meanwhile, I have five minutes to finish this puff piece before I need to run out the door to make a genuinely important interview I’ve been trying to set up for three weeks.”

“I’ll let you get to that,” Peter said. “And Ben-thanks.”

Ulrich granted him a dismissive wave as he plunged back into his story. Peter couldn’t help but feel relief; if his suspicions ever got genuinely aroused, a guy like Ulrich stood a good shot of actually uncovering the face behind the spider-mask.

Shuddering, Peter walked past Betty Brant (who was still on the phone, exasperatedly telling good old Flash that she didn't have time for him now), and made his way to a row of unoccupied desks adjacent to the locked office supplies closet. They were reserved for the use of "floaters"—i.e. freelancers and stringers and new employees who had not yet merited a space of their own, but nevertheless occasionally needed a place to complete the work they did in-house. Despite his many years at the *Bugle*, Peter's freelancer status still placed him in this category. He sat down at the floater desk next to one currently occupied by one of the newer employees, Billy Walters, an affable kid with long brown hair and a goatee, who possessed smarts not easy to discern behind his excessive enthusiasm and the kind of personality that expressed itself by calling everybody *dude*.

Whatever Billy was working on had his full attention; he limited his usual chatty hello to a quick "Hey, dude!" without a pause in his typing.

"Hey dude, yourself!" Peter said. "Jameson got you working on anything interesting?"

"No dull stories, man. Just..."

"... dull reporters," Peter finished. It had been the Jameson rant of the day two weeks ago.

Billy grinned. "I hope it's not true, man... because this is about a tenant's rights meeting in the village, and from what I can tell so far, I must be a really boring guy, cause I can't make this story sing to save my life. Listen, can we shelve the talk 'til later? I gotta boogie on this."

"Sure thing, bud." Peter, secretly relieved—he liked Billy, but didn't have the time for him right now—plopped his folders down on the desk, abandoned them just long enough to get himself a cup of the Bugle's notoriously awful coffee, and sat down to read.

He soon discovered that one of the files was dedicated to his mother and one to his father, although their married status did result in a fair degree of redundancy. He was surprised by how much data there was, and supposed that the exhaustiveness of the data had a lot to do with the background checks they must have undergone to qualify for their jobs as intelligence agents. There were birth certificates, records of the various public schools they'd attended as children, high school and college transcripts—even a

term paper his father had done as an ivy league sophomore majoring in political science. Both his parents had enjoyed exemplary scholastic records, ending most of their semesters on the Dean's List His father had served with honors in the special forces, his mother (then Mary Fitzpatrick) had traveled extensively in Europe before getting her security clearance and settling down in Washington as a translator and data analyst for the Central Intelligence Agency. There were photocopies of both passports, none of which recorded trips to anywhere more exotic than London or Paris.

The first genuinely interesting item was a set of transfer papers drafting Richard Parker into the agency that would someday become S.H.I.E.L.D.—said papers signed by none other than Colonel Nick Fury himself. There was also a CIA employee evaluation praising his mother's work and recommending her for transfer to same multinational espionage agency. Peter felt a chill as he imagined their first meeting. He wondered if they liked each other right away, if they met cute, or if it took them a while to sense the brewing chemistry; it was a shame the dry facts were capable of recording such things.

He shook his head and continued filing through the papers, finding his mother's promotion to field work, finding his father's transfer to an liaison office in Rome, his mother's several travel vouchers for trips there. He found their wedding announcement, and even one blurry second-generation copy of a group shot that included not only his mother and father in full bride-and-groom regalia but also the ebullient forms of Peter's Uncle Ben and Aunt May. Even in those shots, his aunt and uncle looked startlingly old next to the couple of the hour-younger than Peter usually thought of them, but still well into their fifties. Ben Parker had been almost a quarter-century older than his kid brother Richard, who must have been a change-of-life baby...thus leading to the odd phenomenon of one brother edging toward retirement while another was just beginning to rise in his chosen career. Alas, neither was fated for a natural death.

Peter ignored the lump that threatened to rise in his throat and pushed on.

After a few more minutes, he found part of what he was looking for, in a subsection originally stamped A-1 Clearance but later marked Declassified. Detailing his parents' activities starting from a point about one year after

they were married, it documented some sixteen months they'd lived in a boarding house in Prague. Photostats of the passports they were using at the time revealed that they were living as resident aliens under the names of Felix and Lisa Mendelsohn. There were other documents, including bank statements and drivers' licenses and stamped visas, that also provided the Mendelsohn identities. Peter could not help noticing that the period coincided with the recently discovered dated photographs of his mother, imminently pregnant before an eastern-European cityscape.

Peter's heart was already pounding.

Even so, he was, emotionally, totally unprepared for the photostat of a birth certificate.

The little girl had been born at 4:23 A.M. on a cold winter morning, weighing in at 7 pounds 3 ounces. She'd had blue eyes and blonde hair—both of which told him nothing, as both could have darkened over time—and she'd been given the name Carla May Mendelsohn. (The middle name, an apparent tribute to his Aunt made Peter close his eyes.) A change-of-address form dated three months later, and an apartment lease shortly after that documented the Mendelsohn family's subsequent relocation to Paris, France.

When the Parkers returned to the United States a year later, the baby girl was no longer with them. There was no record of what had happened to her. No death certificate, no adoption papers, nothing.

Peter stopped reading long enough to reflect on what he'd found so far. He'd always harbored unresolved feelings about his parents. He loved them, of course—but only because he was supposed to; the fact of the matter was that he barely remembered them. Even as a toddler, he'd known them only as a kind, playful couple who disappeared for months at a time, leaving him in the able hands of Uncle Ben and Aunt May. He'd understood that they were his Mom and Dad, and had even loved them as his Mom and Dad, but had known them as people who were gone more often than they were around. They'd disappeared for good long time before he was old enough to understand why.

Uncle Ben and Aunt May had been the best substitute parents any child could have hoped for. They'd given him a home and made sure he knew he

was loved. But every once in a while, musing about his real mother and father, Peter sometimes found himself resenting a virtual abandonment that had begun long before they died.

The revelation that he'd probably had an older sister—and, more than that, that she'd been born while his parents were living undercover—put an entirely new spin on that resentment. Peter didn't even need to know the details to concede that their business in Prague and Paris, whatever it may have been, must have been important to national security. So important that she didn't even come out of deep cover to have her baby? So important that they even incorporated their firstborn in the lie their life had become? So important that the little girl entered the world with a false name and a false past and no future beyond the lie she was too young and innocent to understand?

It was horrifying. Peter knew espionage was a filthy business... and that his parents had been hip-deep in it... but he had never before allowed himself to implicate them in the darker side of their craft.

There were other issues, too. The little girl named Carta May Mendelsohn had gone with her parents to Paris but had not returned with them to the States. What had happened to her? Had she been caught in the crossfire of her parents' deadly occupation? Had she disappeared or died? Was whatever led to her absence on the plane flight home the reason Richard and Mary Parker so carefully kept their second child, Peter, so completely segregated from their professional activities? Had they learned that their lives as secret agents made them absolutely the wrong people to be a daily presence in the life of their children?

The mere thought was enough to make Peter sick.

Is that the kind of people you were? So caught up in the cloak and dagger thing that you first endangered your daughter and then abandoned your son?

If that's so, Peter thought, I wasted my love on you.

Please, don't let that be true.

He ran his hand over Carta May's birth certificate, and thought: *As for you... my sister... if that's what you are... I don't know you. I don't know*

whether you're alive or dead. But I will find you, either way. I will Find out what happened to you... and I will not abandon your memory.

I will not...

He blinked.

His spider-sense had kicked in.

It was a minor buzz, of the intensity reserved for potential dangers rather than immediate ones. But it was still enough to get his attention. He immediately looked up from the folders and searched the room for the source.

He saw it immediately.

There was a tall, thin, well-dressed old man—Peter estimated eighty or ninety years old—standing at the back of the city room, just inside the sliding doors. He wore an expensive camelhair coat and carried an elegant silver-tipped walking stick, and though he stood stock-still, staring at Peter, amidst the usual chaos that defined the city room on any working day, he somehow remained totally unnoticed by anybody. His smile, meant for Peter's eyes alone, was cruel, arrogant, and knowing, in a manner that gave even Peter—who'd looked evil in the eye a thousand times before—chills down his spine.

It took Peter almost a full second to place him as the same old man who had engaged his spider-sense about a week ago. Spider-Man had been fighting Mysterio in a Broadway theatre during a production of the hit musical *Submarine*! The old man had been sitting in private box seats, watching the panic below with absolute aplomb. He'd been smiling the same way then.

Spider-Man had been too busy trying to save the audience from Mysterio's terrorism to follow up his vaguely sinister impressions of an unknown old man. Until this moment Peter had forgotten all about him.

But now...

Peter stood and faced him.

They faced each other from opposite ends of the city room. There were any number of people between them, working on their various stories—and Jonah, bless him, was still audible somewhere on this floor, ranting at great

length about all the people who insisted on continuing to take advantage of his generosity—but at this one moment, without knowing it they had all been reduced to a distant irrelevancy. There was nothing important in the room except for the young man with the secret life and the old man with the malevolent smile.

Peter took a single step toward the aged stranger, expecting him to run away. The old man stood his ground. Peter moved faster, passing between the cubicles, keeping the old man in sight unwilling to look away lest the old man disappear the moment of Peter's first wayward glance.

Unfortunately, the urgency must have shown on his face, because even as he passed Betty Brant, she saw at once that something was wrong. She clasped a hand against the receiver of her phone and said: "Peter! What's wrong?"

It should not have Stopped him. Not by itself.

But from the way his spider-sense was tingling, the danger was not potential anymore. It was immediate. And it was not just coming from the old man anymore: it was all around them, coming from somewhere outside the building.

The old man nodded, tipped his hat, and walked out the swinging doors.

"Peter!" Betty said. "Can you hear me! What's wrong?"

Peter's spider-sense flared. The danger was approaching fast. And it was now coming from a single direction: namely, from somewhere outside the building face, just beyond Jolly Jonah's office...

"Peter?" Betty said.

It was too late to change to his costume. Whatever this was, it was going down now.

Peter said, "Something—"

And then all hell broke loose.

The first sound was Jameson yelling. It was an entirely different sound from his previous yelling—that had been Jameson in his element, this was Jameson in mortal terror. The transition lasted only a fraction of a second, but everybody in the city room perceived it at once, even before it was drowned out by the sounds of breaking glass and smashing furniture. For

another heartbeat it was impossible to see what was going on through the drawn blinds of Jameson's office door. Then the wall exploded outward in a cloud of dust and splintered wood and shattered glass. The door flew off its hinges, and debris pelted the city room, cratering walls, smashing computer screens, sending most of the reporters and other employees diving for cover behind their desks.

A white-shirted, charcoal-gray-panted missile flew out of the blast zone with a velocity that carried it most of the way across the city room. Most of the *Bugle* employees present had time to recognize the object hurtling through the air as a human being. Some might have recognized that human being as the spindly, irascible J. Jonah Jameson himself. Only one could have reacted quickly enough to realize that Jameson had been thrown too hard, too fast, to survive his impact with the first solid object in his way.

Fortunately, by the time Jameson started to lose altitude, something else was in his path.

Namely, Peter Parker.

Intercepting Jameson was the easy part; as Spider-Man, Peter had caught much faster-moving objects. Intercepting Jameson in a manner Jameson could survive, without giving up his own identity as Spider-Man, was considerably more difficult. Peter managed it by absorbing the impact, allowing it to knock him off his feet, pretending absolutely no control at all as he allowed the force to carry himself and Jameson backward over one of the desks. They landed together on a desk blotter, Peter deliberately taking most of the impact with the small of his back. The desk blotter slid across the smooth metal surface like a sled moving across ice. Clutching Jameson tightly—in a manner meant to grant Jameson the impression of a terrified reflex—Peter pressed his other hand against the desktop, and used his adhesive grip to slow their shared momentum by more than two-thirds. Then he let go and, still gripping Jameson, tumbled over the edge of the desk, making sure that Jameson landed on top of him.

The impact knocked the breath out of J. Jonah Jameson.

It barely stung Peter Parker, who had to force himself to gasp in simulated pain. "Jonah? You all right?"

Jonah said: “Gaaaaaahhhh.” Which was all right, since that was a word he said often even on his best days.

All over the newsroom, people were screaming in realization.

Betty, who was closest yelled: “Peter! Mr. Jameson!”

Billy Walters cried out: “What the hell was that? An explosion?”

Auntie Esther shouted something unprintable.

“We’re... okay!” Peter gasped, forcing the ragged, breathless quality in his voice. “What’s happening?”

Over by Jameson’s office, something smashed to pieces, prompting another chorus of gasps and screams. Peter struggled out from under Jameson-holding himself back just enough to make it look like he was struggling with the old man’s weight, when the truth was that he could have thrown Jameson just as hard-then lurched to his feet, to confront the sight that had his spider-sense screaming like a siren in his head.

The Sinister Six.

They were here.

Doctor Octopus, grinning maliciously as his adamantium tentacles carried him past the wreckage of Jameson’s office.

The Vulture, cold and predatory in his armored green bird costume, his wings keeping him aloft like a raptor riding a high-altitude updraft.

Electro, who had once worn a mask but no longer felt the need, scowling furiously as he marched in behind the others, his eyes flashing brilliant bursts of light to indicate all the lightning at bay within him.

The Chameleon, wearing street clothes and inexpressive white mask, nevertheless managing to grin as he stepped over the shattered doorframe.

Mysterio, shrouded by smoke, chuckling softly to himself, whipping his long billowing green cape like a hellish curtain.

And one other.

At first glance, Peter thought she was a kid. She was certainly small enough: thin, girlish, only a hair over five feet tall, dressed in a loose-fitting all-white costume with a sash at her waist. It was only as she stepped forward, away from the shrouding effect of Mysterio’s smoke, that Peter

was able to see that she was considerably older than he'd first believed: from her features, she must have been in her mid-to-late twenties. Even so, there was nothing at all obviously threatening about her. Her sleeves were puffy and diaphanous, her hair, a modest black bob, her expression, pained and wan and regretful. Even the vertical scars on both cheeks failed to make her look menacing, instead imparting an almost pathetic vulnerability. The only reason Peter could accept her as a member of the Six is that she happened to be standing with them; otherwise, she seemed absurdly innocuous. So much so that he found himself, against his better judgment, genuinely sorry for her.

As Peter surveyed the city room to see if everybody else was okay, he saw that most of the people here seemed to have immediately put together the same impression. Shocked as they were, terrified as they were, none of them could reconcile this young woman and the monsters she associated with. The very thought was instinctively repellent.

The young lady aside, the various members of the Sinister Six all looked exceedingly comfortable with their surroundings. And why not? They'd all been here before, some of them several times. At various times, over the years, Electro had tried to extort millions from the paper; Mysterio had used Jameson's legendary knack for backing the wrong horse to promote himself as a hero; and Octavius had attempted to poison a third of New York by slipping a deadly nerve toxin into the printer's ink. Peter would have been tempted to consider this string of persecution a major factor in Jolly Jonah's less-than-sterling disposition, but he'd known Jameson before any of this became a common occurrence, and the guy had always possessed a serious attitude problem. Still, that was no reason to just go attacking the man. As Peter helped Jameson up, he whispered, "You okay, Jonah?"

"Guhguh," Jameson said. He was not usually very good in crisis situations. Which was okay. If he could say *guhguh*, he'd recover.

The dust was settling now, allowing Peter and the others their first good look at the pile of wreckage that had been Jameson's office. The outer wall had been completely ripped away, leaving the room open to the cold winter air. Typical super-villain behavior, especially for the Sinister Six: they had about as much respect for walls as they had for laws. Or each other, for that matter. They were monsters. They made their own doors.

Doctor Octopus grinned nastily as he moved past trainee reporter Billy Walters, who was wide-eyed and aghast but trying very hard not to show fear, and chain-smoking city editor Kathryn Cushing, who was not so much terrified as irritated. Ben Urich, on the other hand, was pressed against the wall so hard he might have eventually succeeded in becoming part of it; Ben had tremendous courage on paper, but didn't deal well with physical danger in person.

And Betty Brant looked outraged... not flinching even as Dr. Octopus paused before her to run one of his tentacles over her cheek.

"Ms. Brant," he nodded. "It has been far too long since last we met. You were, I must admit, one of the most cooperative people I ever took hostage."

Betty practically spat the words. "I was a frightened teenage girl, Octavius. Did that make you feel strong and powerful?"

"Actually, yes. How considerate of you to ask." His eyes flickered across the crowd, and focused on Peter, who immediately tensed, prepared to defend himself if necessary. But Octopus was not interested in attacking him: "Ah. The illustrious Mr. Parker, who so gallantly—and foolishly—tried to play hero that day. I heard about your dear Aunt's death, my boy. I know this comes rather late, and may seem less than apropos under the circumstances, but please accept my sympathies. She was a kind and gentle woman, and one who was always rather... precious to me."

Peter remembered another day, many years earlier, when he'd burst into a church to discover Otto Octavius and May Parker about to be declared man and wife. It was not one of his fuzzier memories. "Keep your condolences, Doctor. She never knew you. She never understood the kind of man you are. If she was ever kind to you, it was because you fooled her."

Octavius raised an eyebrow. "And is that what you tell yourself, that lets you remember her as a paragon of virtue? That she was deaf and blind and stupid and incapable of following current events? How do you know she wasn't bored and stifled as an elderly suburban matron? How do you know she didn't know exactly what I am? That she didn't find something devilishly attractive about my outlaw status?"

"Why, you—"

Somebody placed a restraining hand on Peter's shoulder. Peter could have shrugged off that grip in an instant with a strength capable of shattering every bone in that hand; but the second he recognized the touch as Joe Robertson's, Peter backed down. Robbie's levelheadedness was, as always, contagious. Whether he knew Peter was Spider-Man or not, he was still right. This was not the time or place.

Backing down, averting his eyes, Peter thought: *But I owe you one, Octavius. That's a promise.*

Behind Octopus, Electro rolled his eyes and shot off some sparks. "And now that we got the Springer show out of the way. Doc, can we just get on with the reason we came here in the first place."

Irritation flashed in the Doctor's eyes; the kind of irritation that, in his case, could have conceivably led to murder as a punishment for effrontery. After a moment, it faded, "i suppose you're correct, Max. Tempting as it might be, this is not the time or place for catching up with old friends. Ladies and gentlemen of the Press, the various esteemed members of the Sinister Six have gathered together today to announce the latest Chapter of our righteous war against the vigilante known as Spider-Man." He smacked his lips. "We are declaring tomorrow... a citywide commemorative Day of Terror."

The buzz was immediate, even over the gasps and the tears and the pervasive atmosphere of fear. After all, the *Daily Bugle* was still a newspaper, in the business of reporting news... and everybody in the room knew an exclusive when they heard it.

If that seemed an awfully cold reaction, it wasn't Not really. After all, their shared relief had a lot to do with it Because if the Sinister Six wanted the *Bugle* to get out the word, then they probably weren't here to kill everybody in the building.

Billy Walters asked the obvious question: "Day of Terror?"

Mysterio glided through the air on a platform of smoke. "You heard him right young man. Consider it... an exercise in corrective PR."

"For years," Octopus snarled, "the wall-crawling freak has taken inordinate pride in saving the lives of innocents. He has even earned a reputation (despite the heroic corrective efforts of this newspaper), as one of

the best in that pathetically self-aggrandizing field. But my friends and I know both claims to be exaggerated. Specifically, we know that there have been any number of cases where the arachnid tried to preserve life, and failed; cases where, despite all his obvious physical advantages, he was still not strong enough, or fast enough, or smart enough, to prevail; cases where death still claimed those unlucky enough to be under his incompetent protection. And it is our contention that those cases have not received nearly as much attention as they deserve.”

“Yeah, that’s right people!” Electro laughed nastily. “It’s time for an editorial reply!”

Octopus grimaced at that clearly unhappy about any contribution that stole the spotlight from himself. “Which is why we have decided to devote all day tomorrow to commemorating the deaths that occurred on Spider-Man’s watch. We shall visit just a few of the sites where blood was spilled because he bumbled the job— and we shall, between us, make it our business to increase the casualty list a hundredfold.” He paused to let that figure sink in. “Of course, being men of honor—”

Electro, appearing stricken, cleared his throat at that.

Octopus grimaced, then glanced at Pity—who looked away, as if unable to take his gaze. After a moment Octopus acknowledged the legitimacy of Electro’s point with a nod. “Excuse me, Max Once again, you are correct. Men and women of honor. Being men and women of honor, we will play fair. At each site, Spider-Man will have a reasonable chance to stop us. But at each site, if he fails, the streets will run crimson with the blood of the slaughtered.”

“And he is going to fail,” the Chameleon said, in the voice of the well-known shock jock he had become just for this moment. “Fail, as even he has never failed before.”

“By this time tomorrow,” the Vulture put in, with the unholy glee of a man who took pleasure in little except his own maliciousness, “the City of New York will be able to fill a cemetery with more of Spider-Man’s failures.”

“It shall begin with the first,” Doctor Octopus said. “And it shall end... where it began.” He scanned the crowd, sought out the still-recovering

Jameson, and smiled. “You should be proud, fool. After all... it was your headlines that gave us the idea.”

Several of them laughed, then—the only exceptions being the Vulture, who probably never laughed at anything, and the young lady in white, who still hadn’t made a sound. The shared laughter was loud, and insane, and totally lacking in mirth. It went on so long that Peter Parker, whose heart was already raging at the thought of all the people who were about to be endangered in his name, wanted to scream; it went on even as they all turned to leave through the great gaping crater they’d made in the wall of what had once been Jameson’s office. The Vulture flew away first carrying the Chameleon; then Mysterio floated away on a pillar of smoke, and Electro rocketed after him on a crashing wave of lightning. The young lady seemed prepared to just leap out the window, much as Spider-Man himself would have done. Doctor Octopus lingered behind them for a second or two, as if considering whether there was anything else he wanted to say; then, he, turned to leave, his long sinuous adamantium tentacles bearing him as carefully as a new mother carries her beloved firstborn.

Nobody wanted to say anything. Nobody wanted to make a sound. They were all too aware that they’d survived this long, and that in a matter of seconds the nightmare would be over.

Everybody, that is, except for Billy Walters, who shouted: “Hey! Wait! Doc! Come back!”

In the silence, the main shared thought among everybody in the room was disbelief that anybody could be so incredibly stupid. Another two seconds and the monsters would have been gone: what possible profit in calling them back?

Octopus, who seemed equally baffled, turned with extreme deliberateness. “Young man, I do hope, for your sake, that this is not an attempt to appeal to my sense of morality. I do not take well to people who waste my time.”

“No, man! I’m not crazy! I just wanted to say—for the story, y’know—you forgot to introduce your new member! We all recognized the rest of you—but who’s she?”

The pause that followed was long enough for the shifting of continents. Nobody wanted to see what happened next; they were all sure that Walters was about to torn to bloody gobbets, and they wanted to remain silent enough to avoid being next.

Peter, tensing for action in case he had to leap to Billy's aid, couldn't help noticing that the young lady herself, who had not yet followed her other teammates out the window, was one of the several people who averted their eyes. Why? Shyness? Shame?

And when it was done, Octopus actually smiled. "Congratulations, young man. Of all these timid, frightened sheep, you were the only one who retained the instincts of your chosen profession. Whatever pittance Jameson is paying you, he ought to double it. Her name, for your information, is Pity. Pl-TY, like the emotion." He turned to go, but, being the man he was, could not resist one more remark as he left: "Though I assure you that when it comes to supporting us in this grand endeavor, she will show no pity at all."



Chapter Six



Up the stairs.

Forget about your friends and coworkers, consoling each other in the wake of their brash with madness.

Forget about the hugs, the assurances that everything was going to be all right, the first aid for those injured when the wall exploded into the city room. Forget about Joe Robertson calling 911 and a rapidly-recovering Jameson already slanting the story to display his own courage in the face of evil. Forget about making excuses for your own hurry to get the hell out of there. Just pick the one moment when nobody happens to be looking directly at you—and disappear.

Out the door. Down the hall. Into the stairwell.

Up.

Ripping off your shirt, tearing off your shoes, kicking off your pants, revealing the red and blue costume underneath. Pulling on the hood. Clicking the web-shooters into place, inserting fresh cartridges so you'll have plenty of web-fluid to chase the monsters all over the city if necessary. Knowing

that however much you have probably won't be enough. Doing all of this as you leap a zigzag path from one wall to another, cursing the concrete and metal staircase that keeps you from running the entire distance in a straight line, feeling yourself slowed down even as you take the eight flights faster than any human being has a right to take them.

Up.

Aware, even as you go, that you're about to face at least five—and, though you can't say for sure because you don't yet know the woman's

capabilities, almost certainly six—of the deadliest people on the face of the planet

And not frightened because you might get killed.

Frightened because they have the power to keep their promises...

Spider-Man burst through the door to the roof, wincing as the first thing to greet him was not an enraged super-villain but a blast of freezing winter air. It cut through the thicker material of his winter costume so quickly that he might as well have been wearing nothing at all—a feeling that experience told him would go away as soon as he had to devote all his energies to fighting super-powered maniacs at rooftop level. That sort of thing tended to keep a body warm.

It seemed quiet enough, for the moment. The wind was light the horns and other traffic noises filtering up from street level were no more than background noise, and the hum of the air intakes was so soft it was almost subliminal. As always, when Spider-Man left the building via this route, the corporate logo at the roofs edge glared back at him in reversed lettering four feet tall—ELGUB YLIAD. In lighter moments, he'd reflected that this phrase was a perfect summation of his life since the spider-bite: an Elgub Iliad. Nonsensically Epic. Now, with who-knew-how-many innocent people endangered just because some super-powered reprobates wanted to pick a fight, he was in no mood for such whimsies. He just wanted to find them.

Then his spider-sense screamed at him, and he knew they'd found him.

He whirled, and saw a familiar green figure swooping down from above. It was the Vulture, his wings spread wide, grinning as he dove toward the wall-crawler with the speed of a runaway train. The worst thing about his smile was not its maliciousness, but its ugliness: Toomes still had most of his teeth, and actually deserved sympathy for that; they were stubby and irregularly spaced and less like teeth than standing gravestones. The wall-crawler had often wondered if the Vulture's mad-on for the world would have been alleviated by a good dentist. The thought was always banished by a good look at the Vulture's eyes. This guy didn't need excuses. Hostility just came naturally to him.

Spider-Man ducked as the Vulture went for him, barely avoiding the razor-sharp steel tips of the old man's wings; he knew from experience that

they were honed to cut flesh, and could probably cut him in half if allowed to strike at a sufficiently lethal angle. He managed to throw a punch at the Vulture's stomach at that instant. The punch connected, but not solidly, and the Vulture flew off not visibly shaken by the experience.

Spider-Man would have gone after him, but another spasm of painful tingling at the back of his neck forced him to leap ten feet to his right. A cornice-stone heavy enough to have crushed his skull shattered to pieces on the spot where he had stood. He caught a glimpse of Dr. Octopus, using his tentacles to race along the edge of the roof at a speed that would have been respectable for highway driving. The Doctor glided twenty feet above the concrete, totally unconcerned with the height as his tentacles carried him along with a cold mechanical grace. Mystério, bobbing in midair behind the Doctor, his cape flapping majestically, his helmet amplifiers broadcasting his usual crazed maniacal laughter — which Spider-Man had often suspected he played from a tape loop-tossed a handful of concussion grenades; a line of them went off in sequence, creating a barrier of flame and smoke that for an instant shielded both Octopus and himself from view.

Oddly, neither one of them pressed the attack.

The hair prickled on the base of Spider-Man's neck. His spider-sense flared, and he leaped away just as a bolt of lightning fused the place where he'd been. He somersaulted, flipped, spotted Electro hovering just above him on a crackling arc of sheer energy. Not having any better ideas, Spider-Man shot a webline at Electro's face. It never even touched the man; Electro's eyes flared like neon, and the energies at play all around him boiled off the approaching webline before it even got close.

Then Electro smiled, and arcs of crackling power flashed between his teeth.

"Not yet, webhead. Check with your friends at the *Bugle*. We've already set the time and place."

"No reason to wait, sparky! Not as long as you caught me free!" Spider-Man leaped at Electro, hoping for some way to knock Dillon out without frying himself in the bargain.

But Electro, who'd become a lot faster since his latest power-up, zipped away faster than even Spider-Man could move. "You heard me, you wall-

crawling freak! There'll be plenty of time to kill you tomorrow! Besides, somebody else has claimed first licks!"

Spider-Man spun in midair, and landed on his feet in time to see that the various members of the Sinister Six were serious about not wanting to fight today. The streak of light that Electro had become was already a speck, zigzagging uptown at skyscraper height; Mysterio was ascending on a pillar of smoke, to lose himself in the clouds; The Vulture was maintaining a westward course high above rooftop level, and Doctor Octopus, carried by his amazing adamantium arms, was skittering across the glass face of an office building two blocks away, moving east at his greatest possible speed. Spider-Man didn't see the Chameleon or this Pity woman anywhere, but the picture was already crystal clear. They had split up so there was no way Spider-Man could go after one without letting the other five go.

For a moment, so brief that most observers would have been hard-pressed to recognize any hesitation at all, he wavered. After all, they were all ruthless killers; even if he could defeat and capture one of them, that still left all the others free to spread their personal brand of terror. Which one took priority? Who should he go after?

He almost decided on Electro, who was clearly the most dangerous in terms of raw power; after his last upgrade, the guy could blow up a whole city block just by pointing at it. It was even the kind of thing he was likely to do.

But even being able to blow up a city block was a far cry from being willing to blow up the world. And possessing both the genius and the madness to make it happen. Dr. Octopus had demonstrated both many times.

Spider-Man whirled toward the east already prepared for the battle of his life.

He was not prepared for the sudden wave of all-concealing darkness that passed over the rooftop like a shroud. Or the tingle on the back of his neck that warned him he was about to be attacked. Or the pain as something slammed heavily into the side of his face.

The blow would have been strong enough to break his neck if his spider-sense hadn't given him the chance to roll with the blow. Still surrounded by

darkness, wondering just which idiot had turned off the lights, he spun, somersaulted, landed on his feet, and—sensing another attack headed directly at him—leaped forty feet straight up, hoping to carry himself out of the zone of darkness.

It was only at the apex of his leap that he suddenly found himself emerging into the late afternoon light again. The *Bugle* roof, far below him, had become a field of blackness as dense as an oil slick. He focused his spider-sense as hard as he could and located a specific nexus of the danger moving beneath that shroud as invisibly as a shark prowling inky-black Pacific waters.

It was a nexus about the size of a human being.

By process of elimination: the woman.

They'd called her Pity.

He reached the top of his leap and fell, descending once again into the darkness.

His spider-sense flared, warning that the source of the danger was rising fast to meet him. He threw a punch, pulling it considerably, the way he usually did when he didn't know a foe's resiliency. It was effortlessly batted aside. Pity, if it was Pity, also managed to kick him between the shoulders as he fell past her. The kick was perfectly placed, and powerful enough to hurt. She was strong, this one. And agile, too. Probably his equal in every way except, he hoped, experience.

He landed on his feet, rolled, scrambled up the side of the stairwell housing, and called out to her: "Got to give you credit, sister! I'm impressed! But I came equipped with a nightlight!" He flicked on his belt-buckle signal light the one that cast a spotlight-sized image of his Spider-Man mask. But nothing happened. Though he could tell from the heat beneath his gloved fingertips that the bulb was working, Pity's darkness swallowed the light from the lamp as easily as it had swallowed up the light of the day.

He grimaced. "Hey, nice powers! You must stub your toe a lot!"

He sensed her moving along the rooftop, keeping her distance but preparing to attack him again at any moment. He didn't need his spider-sense to know that the darkness wouldn't be impeding her vision at all.

It was time to give her another obstacle.

He fired both web-shooters at once, casting lines at the ground to either side of her. The web-cables hardened at once, not penning her in but giving her something to trip over if she moved too fast without thinking.

Strangely, he no longer sensed any movement from her at all. His spider-sense impression of her was fading, becoming vaguer, more ill-defined.

Whatever else she might have been doing right now, she must have decided not to press her attack. That complicated things. He wished he could temporarily trade the spider-sense for an equivalent radar sense, such as the one possessed by another rooftop hero of his acquaintance; that fellow would have taken her light-devouring powers in his stride. (Indeed, the guy might have had some difficulty figuring out that she had light-devouring powers at all.)

But being Spider-Man was pretty cool, too. Spider-Man proved it by firing another dozen web-lines in rapid succession, until the roof was crisscrossed with slanting barriers anchored from his position. Even in absolute darkness, his spider-sense would give him a clear fix on where they were at all times. He strafed another webline along what would have been his line of sight, hoping to hear the soft impact as it hit her.

Then he heard something scrape along the rooftop, at about three o'clock from his position. Only a couple of feet away, far closer than she had a right to be. Whoever she was, wherever she'd come from, she was good: so good that for the first time since discovering that the Sinister Six intended her to be his sole opponent today, he began to suspect he might be in serious trouble.

He tensed, waiting for the moment

Then his spider-sense screamed at him. He ducked just in time to feel the rush of air as a powerful blow whistled past his ear. The force of it would have been enough to crush his skull. He passed beneath the blow, and kicked, sweeping her legs out from under her. She must have expected the move, because she flipped, and without even hitting the ground, was suddenly above him, slamming the heels of both feet into his shoulders. It was another solid blow, powerful enough to do him some real damage. Blinded by pain, he whuffed, fell backward off the stairwell housing,

sprayed a wide stream of web fluid at the place where he thought she'd been, and once again managed to land on his feet.

Just in time to realize that his spider-sense had lost her again.

Despite himself, he felt like Inigo Montoya, fighting Westley in *The Princess Bride*. "Who are you?"

She didn't answer. Another voice did: this one aged, male, arrogant tinged with an unidentifiable continental accent and far colder than the frigid air that surrounded them: "I suppose we ought to... enlighten the man, my dear. If not for his benefit, then at least for mine."

The lights came back on. It was that sudden: as if some crazed god had just seen fit to flick a switch. Spider-Man's eyes, which had grown accustomed to darkness, watered painfully for a second or two, nevertheless recovering almost immediately, one of the benefits of superhuman recuperative powers being that even minor annoyances like light sensitivity tended to go away in seconds. The Bugle roof was still much the same as it had been before the darkness descended, except that weblines were strung to and fro like a chaotic cabs cradle, and the silent young woman in the loose-fitting white costume was standing atop the stairwell housing. Considering how much trouble she'd given Spider-Man, it was a bit of a shock to be reminded of just how short she was: if not for the maturity of her features, it would have been easy to mistake her for a girl in her early teens. Her expression was strange; Spider-Man would have expected the standard super-villainous scowl, but if anything she seemed regretful, almost sad, in a manner that, again, perversely, made him feel sorry for her.

There was a patch of webbing dangling from her right arm. He'd tagged her, then. But not in any manner that would slow her down.

The well-dressed old man who had stared down Peter Parker downstairs stood beside the letter T in the Daily Bugle sign, massaging the bridge of his nose. "Ah," he said. "That's much better. I'm afraid these old eyes aren't quite as resilient as they used to be."

Spider-Man glanced at Pity, and then at the old man. It didn't make sense. Pity was the threat But his spider-sense was reacting more to the old man: the way it would to a dangerous predator, just loosed from its cage. He said: "Yeah, and you can't buy a comic book for a dime anymore, either.

I'm sure you used to walk five miles to school in the snow, too. What's your point?"

"The point, my dear boy, is that I wanted to introduce myself downstairs, but supposed a meeting up here would be far more discreet."

Downstairs... Spider-Man already had the awful feeling he knew what the old man was getting at, but postponed the realization for one more conversational exchange by saying: "You must have me confused with somebody else, pops. I just got here."

The old man frowned, and removed a cigar from his jacket pocket. "Pity? The wall-crawler is insulting my intelligence. Please chastise him. Briefly."

Pity leaped on him. Spider-Man didn't evade her attack this time, but instead faced it head-on, clutching her by both wrists even as he allowed himself to go limp beneath the force of her leap. As he fell backward, he encouraged her angular momentum with a little toss of his own. She went flying over his head. He caught a glimpse of her expression as she flew out of sight: it was wan, helpless, heartbreakingly unhappy. It would have been easy to hate himself for being so cruel to her.

But when he somersaulted back to a standing position, he found her already on her feet and waiting for him.

Who was she?

Spider-Man and Pity faced each other from twenty feet apart, two unstoppable forces ready for their next encounter.

"Clearly," the old man said, "I know your real name and your real face. There is no profit in pretending otherwise; forcing me to confirm my knowledge about your pathetic box of a home in Forest Hills, your dead-end career as a photographer, and your wife the unbearably perky actress in execrable z-movies, accomplishes nothing but wasting energy we can devote on more profitable discussion. I have never possessed a high opinion of your intelligence, my dear boy, but if you refrain from treating me like an idiot I shall endeavor to show you the same courtesy."

Spider-Man gritted his teeth. First the troubling questions about his parents, and then the attack of the Sinister Six, and now this guy. It was not

shaping up to be a good day. “Yeah, you’re right Let’s be civil about why you’re trying to kill me. Who are you?”

Pity charged again. Her attack was sudden, savage, and utterly without warning—his spider-sense warned him only at the very last instant barely in time for a quick leap up to carry him out of her way. As it happened, she also leaped to intercept him. She threw close to two dozen punches just in the time the pair of them matched trajectories in midair; Spider-Man managed to block almost all of them, but was pummeled to the point of breathlessness by the few that got past his defenses. As he and Pity fell to the rooftop again, he grabbed hold of her wrists, spun her around in midair, and pulled both of her arms behind her back; though the move caught her by surprise, she still had enough presence of mind to fling her head backward, hammering his nose with a force that staggered him. It was not enough to make him let go.

They landed together, both with the grace of cats, both still grappling with all the strength available to them. Spider-Man shifted position, tightened the grip he had with his left hand, and released the one he had with his right. She was inhumanly strong, too strong to hold fast with only one arm, but he only needed a heartbeat for this next part. He used his right hand to web her pinned arms to her back, releasing the grip he had with his left hand only when he had to avoid gluing it in place as well. He would have immediately sought a more secure grip on her upper arms, but she kicked down hard on his right foot, spun around with dizzying speed, and knocked him thirty feet across the rooftop with a perfectly-placed kick to the right of his head.

Again, he landed on his feet regarding her with increased respect. She faced him in a perfect battle stance that appeared no less dangerous despite the two arms now securely webbed behind her back. Varying shades of darkness radiated from her in waves.

Despite her dangerousness and proven capacity for savagery, she still looked heartbroken and wan. Again, Spider-Man felt sorry for her.

Across the roof, the old man sniffed his cigar appraisingly. “A most gratifying performance, my dear. I’m tempted to say, almost adequate.

She's quite impressive, isn't she, Spider-Man? And totally, absolutely, under my thrall."

Spider-Man wanted to dribble this obnoxious guy's head off the blacktop a few dozen times. "Thrall? Are you talking mind control?"

"More like psychological conditioning. I obtained her very early in her life, recognized early on what she was, and from that moment on took all the available steps-psychological, hypnotic, and pharmaceutical—to ensure that she was incapable of any personal ambitions beyond obeying me in all things. In that, I feel I succeeded admirably."

Spider-Man grimaced behind his mask. "If you're into that kind of thing."

The old man snipped the tip off his cigar with a tiny knife from his coat pocket. "You only need to see her habitual stricken expression to know that her heart rebels at everything I require her to do—and that she would still eagerly die a thousand deaths before disappointing me in any fashion."

Spider-Man's heart sank as he measured this explanation against his personal instinctive reaction to the dangerous young woman—and realized it was true. "You're a real sick puppy, you know that?"

"Indeed I do. In fact, your friend Electro said as much to me just the other day. I find it delicious that two individuals with such a long history of mutual hatred as yourselves can be so perfectly united in their feelings on this one issue."

"Swell," Spider-Man muttered.

Pity fainted. Spider-Man reacted at once; the two of them went for each other, passed in midair, pummeled each other with almost identical kicks, and landed at the same moment, having accomplished nothing but trading places.

Spider-Man said: "So answer the question already, will ya, Pops? What's your name?"

"You will find out my real name if you survive the next twenty-four hours. You will also find out my precise connection to your personal life, which will probably shatter you. But until then," the old man sniffed, as if

he found this next part unbearably gauche, “you may call me the Gentleman. It will present a more than serviceable alias, for now.”

Spider-Man shot a webline at Pity’s ankles, intending to bind her legs as he’d bound her arms. She cleared the incoming webline easily, leaping, somersaulting, and landing on her feet on the stairwell housing. Temporarily losing the use of her arms had affected her balance not at all; she landed with perfect poise, staring down at Spider-Man with a nigh-total lack of concern over whatever he intended to do next.

Not taking his eyes off her for a moment, Spider-Man addressed the Gentleman: “So what’s the story, bunkie? If you don’t want to tell me anything today, why are you even here?”

“Oh,” the Gentleman said, with apparent amusement, “I do have a number of things I wanted to tell you today. The first of course, was that I know who you are. The second is that I have been your mortal enemy for more years than you could possibly guess, and that I have already taken more from you than all your other enemies put together. The third—though I hasten to tell that journalistic percentage of your split personality that this is not for publication—is that in this latest endeavor of theirs, the Sinister Six are acting as my hired agents. I solicited them, I outfitted them, I provided them with their operating budget and their safe house. I wanted you to know that our shared agenda is a good deal larger than simply terrorizing you with your failures. Our intentions are... global.” The Gentleman bowed slightly. “I sense an imminent interruption, so that will have to be enough for now. Have a good evening, Spider-Man. I look forward to continuing this discussion tomorrow.”

At which point two things happened simultaneously.

The door to the stairwell swung open. Betty Brant and Billy Walters burst out onto the roof, their eyes widening even as they registered the webbing strewn everywhere, made eye contact with the opaque lenses of Spider-Man’s mask, and realized that they’d both done more than simply chase down a breaking story. They’d waltzed into ground zero. Billy, who was no photographer, carried a camera anyway, probably because he’d been the only one available at the moment. Billy, Betty, and Spider-Man all cried out simultaneously, Billy saying, “You were right he’s up here, he’s—”,

Betty, who'd been in a significantly higher number of these situations, shouting, "My God, it's not over, get—," and Spider-Man, already leaping toward them, shouting, "Get down, you two, it's not—"

Even as all of that happened, Pity's darkness descended upon all of them.

Spider-Man had been so concerned about getting his friends to safe cover that keeping track of the newest member of the Sinister Six had become a distant second priority. She took advantage of his inattention now, planting another solid kick against his jaw. The force of the blow drove him back; in the fraction of a second they were both still in the air, she landed on his chest and rode him like a surfboard all the way to his painful landing on the rooftop. He rolled away the second they hit, but she kept pace with him, pursuing him, repeatedly kicking him in the ribs and the shoulder blades and the back of his head. They were solid kicks, too: any one of them capable of killing an ordinary man.

Somewhere nearby, Billy said: "The light, something's happened to—"

It took Spider-Man several seconds to anticipate one of those kicks, seize Pity by the ankle, and twist. She had a choice between falling down, or allowing her leg to be broken. She fell down. Her other foot slammed against Spider-Man's forehead, stunning him enough to make him let go. As he sensed her scrambling backward, he aimed his web-shooters and fired, but she was leaping out of range again.

As the danger she represented receded away from him, he got the distinct impression that she was racing toward the edge of the roof.

A retreat. Leaping over the barrier weblines with no difficulty at all.

With every bone in his body aching, Spider-Man leaped to his feet and pursued her at top speed. "Oh, no you don't lady! We're not finished with this yet!"

Somewhere, Betty said: "He's fighting somebody! I can hear them!"

Billy said: "Yeah, but who uses darkness? You think Mysterio—"

Considering how close Pity had come to beating him with both hands literally tied behind her back, Spider-Man had mixed feelings about his success in taking her down with a flying tackle. Especially since she not

only seemed to expect it, but was more than willing to take advantage of it, choosing that moment for a powerful leap that merely added her own momentum to his. The two of them, still grappling, slammed into the huge letters of the *Daily Bugle* sign, smashing the last two letters of the newspaper's name to kindling as they passed over the edge of the roof and out of Pity's zone of darkness.

As the pair of them fell toward the pavement sixteen stories below, Spider-Man's automatic concern for the safety of the innocent bystanders below forced him to shoot a look at the damage their little battle had done to the sign on the top of the *Daily Bugle*. He saw three chunks of falling debris large enough to be dangerous and devoted half a second's effort—all the time in the world, with his reflexes—to casting a pair of web-nets that would catch them before they hit the street.

He was aware that later, if there was a later, he might have the opportunity to be amused by the memory—since, until fixed, the sign would now read *Daily Bug*. This was of course an alteration destined to thrill the arachnid-hating J. Jonah Jameson no end.

But there was no time for amusement now—not with Pity kicking her way free of him and becoming a separate body plunging to a messy death on the streets below.

Even as he fired web-shooters with both hands, snagging her belt-buckle with one webline and a convenient, frequently-used cornice stone with the other, he shouted at her: “Don't be crazy, Pits! I'm the only one who can catch you!”

She said nothing. Of course.

The webline to the cornice-stone drew taut, adjusting their angle of fall. He let go of it immediately, and fired another webline, this time at a flagpole he used almost as often to the cornice-stone. As he had learned, to his eternal sorrow, on one of the most tragic days of his life, it wasn't enough to simply arrest the fall of a tumbling body: he had to adjust the angular momentum with great care to make sure that the potential victim's spine was able to survive the rescue. If not, he would have to relive the tragedy of Gwen Stacy, who he'd loved, and who he'd snagged with a webline as she fell from the Brooklyn Bridge. He'd have to be haunted

again by the terrible sound of cracking vertebrae as it echoed across the water... and the awful stillness of her form as he cradled her broken-necked corpse.

Spider-Man would not let that happen again, to friend or enemy.

It took a series of strategically-aimed weblines to transform terminal velocity, straight down, to a zigzag course that passed within two stories of the street before he was confident enough to completely halt their shared downward plunge. In that instant he was overcome by the usual overwhelming sense of relief that always washed over him whenever he succeeded in saving another life. But Pity, looking up at him, as they hit the bottom of their shared swing and began to ascend toward a planned landing on the fifth-floor ledge of a bank building still half a block away, did not seem grateful. If anything, she seemed about to cry.

His next words came as a surprise to him. “My... God. Lady! I don’t even know who you are. But what did that monster do to you?”

Pity said nothing. Of course.

But this time his spider-sense, screaming sudden extreme danger from just above and just behind him, answered very eloquently for her. He spun, just barely avoiding the electrical explosion that lit up the air where he’d been. A wave of hot ozone buffeted him, driving him back, but not forcing him to let go of Pity. He shot another webline and spun away, desperate to gain altitude, knowing that it was his only chance to hold on to his prisoner and still stay ahead of the human powerhouse Max Dillon had become.

As always, Electro’s voice crackled, like a cat entangled in a high-tension wire. But there was a new quality to it, something Spider-Man had rarely, if ever, heard there before; simple concern for another human being. “Don’t worry, babe! I got ya!”

Oh. Swell. The lug’s been smitten.

Spider-Man scrambled up another webline. Pity in tow. He climbed the line even faster than his swinging trajectory carried him toward the pavement. In an instant he gained a net sixty feet of altitude. This was something he frequently needed to do to prevent his passages across the cityscape from taking him lower and lower with each swing—a trick that had taken the young Spidey, with his amazing reflexes, only a few short

weeks to learn. It was, alas, not quite so easy to do when he was holding on to one squirming bad guy and trying to evade the deadly lightning bolts of another. If he could only find some safe place to stash Pity, so he could face Electro alone—

—but he didn't have a chance.

His spider-sense flared again, too late to stop a slash from the Vulture's razor-sharp wings from severing the webline. Gravity took over. Spider-Man fell, knowing that he'd almost certainly be able to save himself but that this low to the ground he might not be able to arrest his own fall in time to catch Pity again.

He heard the Vulture say: "Tsk. Don't worry, my dear. I won't let you fall." All in a tone Spider-Man had never heard from the embittered old man named Adrian Toomes. A concerned and loving tone, even a solicitous one. "I hope he didn't hurt you. After all, I know the way he can be..."

Oh. It figures. They've all been smitten.

Spider-Man hurled an adhesive spider-tracer, hoping to snag the Vulture's costume; the signal it broadcast on the same frequency as his spider-sense would enable him to track Toomes to the hiding place he must have shared with the other members of the Six. But the backwind from the old man's wings threw off the toss by just enough to make the adhesive device miss. And a fresh zap of lightning-striking just close enough to knock the breath out of him—blinded Spider-Man enough to prevent another try.

"Uh uh!" Electro howled. "Not 'til tomorrow, bug-man!"

By the time Spider-Man landed on his feet on passing bus and leaped after them, it was too late. The Vulture had transferred Pity to a seated position on his back. Openly contemptuous of Spider-Man's pursuit the bird-suited criminal flew a course straight up, past the rooftops, taking himself and Pity well out of webslinging range before changing course for some unknown destination downtown. Electro, gallantly showing off for Pity, demonstrated his superior speed by literally flying circles around the Vulture every foot of the way.

Spider-Man kept up for a while, but lost them when the three bad guys dipped low behind some rooftops a mile up ahead.

He wasted more than half an hour looking for them, before he was willing to admit that they'd escaped. By the time he returned to the *Bugle*, both the zone of darkness and the Gentleman had vanished as if they'd never been there at all... leaving both the Sinister Six, and their mysterious patron, at full fighting strength for their scheduled Day of Terror.

Spider-Man knew only that whatever happened, he was not looking forward to tomorrow.



Chapter Seven



History is filled with times when the whole world seems to hold its breath.

For New York City, the night before the Day of Terror was one of those times.

The word spread quickly, as it tends to do; between the rumor mill and the six o'clock news and the radio reportage of the front page story of the next day's *Daily Bugle*, almost everybody in New York who paid attention to anything knew what was going on by nightfall. Some commuters made plans to take the next day off; some parents decided that maybe their children might be better off kept home from school. Local police departments canceled days off, local insurance carriers trembled with concern for the avalanche of claims to come, and all over the city, fueled by talk radio and street-corner commentary, the battle to come gradually became the overwhelming topic of conversation.

There was not much outright panic, mostly because this was New York City, a tough place to live even with the super hero battles that seemed to take place here three or four times a week. (After Galactus, it was easy to be jaded.) But there was still intense, citywide emotional involvement.

After all, Spider-Man may have been a strange guy—and whether he was a super hero or a dangerous menace depended on what paper you read—but he was still the home team. And whether or not he was as creepy as Jameson liked to say he was, nobody had any doubt at all where the Sinister Six stood.

New Yorkers did what New Yorkers always do. They came out to support the home team-especially if they can make a buck or two at it. As it was far too cold for T-shirts, the knockoff entrepreneurs did the next best

thing. The first (unauthorized) GO SPIDEY buttons were rolling off the presses by six.

:22 P.M.

The heating system had failed under the increased demands caused by the destructive additions to tenth-floor cross-ventilation, and most members on the night desk were shivering profusely as they typed up their stories in full winter gear. A cleanup crew sent by Damage Control, the city's number-one specialist in repairing the wreckage left by super-villain activity, was still busily sweeping up the mess. Betty Brant, Billy Walters, and Ben Urich, all of whom had been assigned specific aspects of the breaking story, had departed to pursue their assignments; nobody seemed to be able to locate Peter Parker, whose past accomplishments made him an obvious natural for a photo assignment.

Joe Robertson and J. Jonah Jameson, both smoking furiously as they stood around shivering in their bulkiest winter coats, looked glum as they surveyed the wreckage of their beloved city room. It was a forlorn moment for both of them, and they both looked forward to getting home to their respective wives.

At long last, the sniffing Jameson exhaled all of his prodigious rage in a long plume of malodorous smoke. "At least there's one good thing about this. Everybody's going to see that web-headed weasel for the phony he is."

It was a full ten seconds before Joe Robertson answered, in a voice so controlled it betrayed none of the feelings behind it: "Would that really be a good thing, Jonah?"

"Of course! I'm surprised you ask! After all, it's something this paper's been trying to tell people for years!"

Robertson's pipe matched Jameson's cigar puff by puff. "And if the only way for you to prove yourself right is for people to die?"

Despite himself, Jameson looked chastened, "I—no! Robbie, you know me better than that! Or you should, anyway!"

"Then," Robertson said, "you better hope that everything you've ever written about Spider-Man is wrong. Because Doctor Octopus was right. You did give those maniacs the idea for this. And if Spider-Man is not a better man than you think... then the next editorial you write,

congratulating yourself for being right, will be dancing on an awful lot of graves...”

8:10 P.M.

Peter Parker was back home in Forest Hills. He could have been back at the *Bugle*, hustling for the photo assignments that would no doubt he hot commodities come tomorrow; or he might have been crisscrossing the city, searching for the spider-sense signal that would lead him to the Sinister Six, or he might have been soliciting help from the Avengers or the Fantastic Four or anybody else crazy enough to work in this insane line of work. But for the moment, he was doing none of these things.

He was holding on tight to Mary Jane. And she was holding on tight to him. Each one of them with the fierce desperation of people who'd learned the hard way just how fragile their lives together were.

Maybe later, before he was forced to leave again, she would mention just how scared she was. Maybe he would tell her he'd handled the Six before, and maybe he'd admit that he was scared too.

But right now they were between words.

And they both found some comfort there.

:47 P.M.

Betty Brant, shivering despite her three layers of clothing, her bulkiest winter coat, and a pair of kerosene-powered space heaters that rendered the rooftop alcove merely uncomfortable, smiled gratefully as Billy Walters clambered over the alley fire escape and handed her a pair of thermoses. “Hot Jamaican Blend,” he said, with his usual enthusiasm. “And piping-hot clam chowder, fresh from the Original Soup Kitchen.”

“Thanks,” she said, meaning it.

“We’re going to have to take frequent breaks inside the stairwell, anyway. Space heaters or not this is frostbite weather out here.”

“No argument,” she said.

He hesitated, and pressed on. “Are you sure we’re not like, just wasting our time? I mean, spending the night here?”

“The Sinister Six said they weren’t even going to do anything until tomorrow morning.”

“Some of what they’re going to do.” Betty said, “It’s probably going to take a lot of advance preparation. If we can get there early, maybe we can catch them in the act.”

“And what if we just freeze our butts off and find out in the morning that they picked another location?”

“That won’t happen,” Betty said. She took out her night vision glasses and peered at the building across the street. It was a small squat structure of no particular distinction: three stories of brick and mortar and wire-glass windows. There was no way of telling that anything remarkable had ever happened there, that once upon a time a costumed hero had fought a monster in a battle that had led to the sudden shocking death of an innocent man. The monster that time had been Or. Octopus; the agent of death had been a cornice-stone, shattered by a blow from the madman’s thrashing metallic arms; the victim had been a heroic police captain named George Stacy, whose last act had been rescuing a little boy in the path of the falling rubble. Stacy had succeeded in propelling the boy out of the way. He had not been quite fast enough to get out of the way himself. It was one of the greatest known tragedies of Spider-Man’s career, and one Betty suspected the wall-crawler had taken especially hard. She surveyed that fateful rooftop, lingering especially long on its long-since repaired cornice.

Billy said: “Hey, I’m sure you know what you’re doing, and all. But, uh... how can you be sure?”

Betty did not take offense. She said: “I once spent almost a full day as that maniac’s prisoner. I spoke to him. I saw him for the kind of man he was. I even got to know him, God help me.”

“And?”

“He’s the kind of man who measures himself by the amount of terror he inflicts. I’m betting you that he’s proud of what happened here. And that he’ll want to come back to do it again.”

Billy nodded a bit too long at that. He took a sip of coffee from the thermos, winced as it burned going down his throat, and asked the real

question that had been going through his mind. “What about Spidey? I mean, don’t get me wrong. I think he rocks, totally.”

“He does,” Betty said, surprised to find herself smiling.

“But, you know, he’ll be awfully busy. How can you be sure he’ll show up in time to save us, if Ock arrives and things go wrong?”

Betty put down the night-vision glasses and faced him. The condensation of her breath glowed visibly in the light of distant neon as she said: “You know, once upon a time, when I was even younger than you are now, I hated Spider-Man almost as much as I hate Octavius. I thought he was just a selfish, maniacal thrill-seeker, who fought people like Dr. Octopus out of some twisted sense of fun. I thought he didn’t really care about the people he saved— that he was only doing it to enjoy himself. A couple of times, when I saw him closeup, fighting bad guys in the city room, I heard all those stupid wisecracks he makes and decided that he was probably also completely out of his mind.”

“And now?”

Betty thought of telling Billy all she now owed Spider-Man. And demurred: not because it was too personal, but because the story would probably last all night. She peered through the night-vision goggles again, and once again saw no change. “Let’s just say he grew on me. Don’t you fret, he’ll be here. Hey, did you bring me my Altoids?”

9:15 P.M.

Ben Urich’s eyes were burning.

Stuck in the *Daily Bugle* morgue, paging through page after page of the *Bugle’s* incessant crusades against Spider-Man, was not his idea of a fun evening. Read one after the other, Jameson’s rants were even more repetitive in print than the man himself was in person; they were the journalistic equivalent of Mad Libs, with the dominant formula being accusations that the citywide crisis just past had been Spider-Man’s fault all along. At best Jameson’s conclusions were open to debate; at worst they required factual misinterpretations bordering on outright lunacy. Urich had

often been tempted to do some freelance research into the reasons for his publisher's single-minded hatred for the wall-crawler; the urge was so particularly strong now that he wrote himself a mental note to spend some time lying down until the feeling went away. Some stories you just didn't want to know.

Besides, Jameson's neuroses weren't the issue, now.

The issue, thanks to the Sinister Six, was just how many times Spider-Man had tried to save lives, and come up short. Urich was certain that the press had only documented a small number of these, but he was still disturbed by just how many there were. He knew about Captain George Stacy, of course; everybody at all interested in the subject knew about what happened to George Stacy. And Stacy's daughter, Gwen, only a few months later: that one had been so horrific the *Bugle* had made it front-page news for a week. But there were too many others: from the fireman horribly burned by a collapsing wall while Spider-Man and the hero for hire Luke Cage helped fight the same tenement blaze, to the elderly woman who had just recently suffered a fatal heart attack in the wake of Spider-Man's battle with Mysterio.

Urich couldn't blame the wall-crawler for trying. After all, the list of lives Spider-Man had saved was much, much longer: according to some of Urich's sources in the superhero community, possibly even planetary in scale. The people he'd failed to save were probably an infinitesimal fraction of a percent of the number of people still walking around thanks to him.

But that wasn't the point. Not now.

The point was, first of all, with the list of fatalities as long as it was, there was absolutely no way to foretell where the Sinister Six planned to strike.

And second of all, from Urich's personal perspective as a man who'd been saved by Spider-Man more than once: if even superhumans could fail, what chance did mere humans have?

He lit his latest cigarette from the burning embers of the old, and shivered.

11:13 P.M.

The Gentleman had always preferred dining near midnight; he had always felt that the final meal of the day should be the capstone of that day's accomplishments, and that any dinner earlier in the evening was testimony only to a criminal lack of ambition. He could not understand the state of affairs in America, where people approaching his age often dined between four and five P.M. at places advertising inexpensive "Early Bird Specials"; he had sampled such an establishment out of perverse curiosity and had seen naught but a room filled with people so demoralized and decrepit that they could not wait to declare their days over and done. He, fortunately, was made of sterner stuff.

Following recent habit he dined at the Machiavelli Club, an exclusive establishment catering to men and women possessing a certain species of vision. Founded in the late 1890s by a certain London mathematician, and joinable only by specific invitation, its halls had been graced by figures ranging from the infamous mercenary terrorists known as the Gruber Brothers to munitions magnate Justin Hammer; from promising newcomers like the German Herr Taubman to the Wrightsville billionaire Diedrich Van Horn, from powerful crimelords like Wilson Fisk to the scarred wheelchair-bound man who went by the name Ernst.

The Gentleman, who planned to dine alone as always, nodded to Ras, chatted with Soze, declined a taste of Hannibal's appetizer, complimented Carmen on her new slouch hat, endured another rhapsody on myth and comic book art from Mr. Glass, and pretended to be impressed by the outrageously purple tuxedo recently purchased by Napier. He hated all of them, of course, just as most of them hated him. But that was all right. This was the Machiavelli Club. It was neutral territory. And custom dictated that as soon as he sat down he would be left alone, precisely as he preferred.

Alas, custom, this time, was violated; almost as soon as he presented his order, he was accosted by the two idiot brothers who he had hoped to avoid. He had long despised them because they didn't really belong in the Machiavelli at all; they may have been ruthless, greedy, and utterly contemptuous of the rights of others, which might have seemed to qualify them, but only within the narrow confines of ordinary everyday capitalism.

Though they'd both reached their seventies, it could not be said that they'd ever, even once, taken that last additional step which would ever make them true Machiavelli stock. The Gentleman could only wonder just who they'd bribed for their membership invitation. But the Gentleman had to be courteous, and so he nodded as the pair of them slid into the seats opposite his. "Randolph. Mortimer. The years have been kind."

"To you, too," Mortimer said, his black eyes gleaming. "We had feared you lost—or, worse, retired."

"Never," the Gentleman sniffed. "I am simply... more discreet these days. And I must say that I am surprised to see you here; the last I heard, you were both totally wiped out in that commodities scheme of yours."

"We went through some difficult years," Mortimer admitted, a strange darkness passing over his features.

"In fact, the last I heard, you were homeless."

"We were," Randolph said, with considerable tension. "But we came into some new seed money. I suppose you could call it... a grant from a visiting African dignitary."

"Indeed. And aside from vague curiosity, why should I care?"

Randolph and Mortimer met each other's eyes. Mortimer spoke: "This Sinister Six business—"

The Gentleman made the kind of face he usually reserved for finding live things his soufflé. "I am certain I have absolutely no idea what you're talking about."

"Oh, please." Mortimer took a breadstick from the basket and bit it noisily. "We watch the news. We saw what happened at the *Bugle*. We know about the challenge thrown down by the Sinister Six And we know that the new lady member of that team of degenerate ruffians happens to be named Pity. All this, in light of your recent return to America, and your long-simmering grudge against Spider-Man... well, my old friend, it was not precisely difficult to see your organizing hand."

"And even assuming you're correct about this? What precisely, do you want from me?"

The two elderly brothers glanced at each other. Mortimer nodded, and Randolph said: "You may not be aware of this, but certain elements in this city's gambling community have been already placing bets on the outcome of tomorrow's... festivities. Specifically, just how many people the Six will succeed in killing before defeating Spider-Man or, failing that, being defeated themselves. Most of the bets are running over three figures. We were wondering if you would be willing to part with any... inside information?"

The Gentleman regarded them thoughtfully. "Inside information? Again? I would have thought you'd learned your lesson dealing in orange futures."

"Last time we relied on a middleman. This time we are obtaining our information ourselves."

"Ah," the Gentleman nodded. He studied them carefully for several seconds, and then said: "If I give you my best personal guess, will you go away?"

"In a minute," said Mortimer.

"Right away," said Randolph.

The Gentleman nodded, removed a cigar from his vest pocket, snipped off the tip, and lit it from the candle burning in the center of the table. He blew a cloud of smoke at the faces of the two churlish brothers, smiled, and named a figure in the upper six figures...

12:35 A.M.

The woman known as Pity stood by a window in a darkened room, watching the snow flurry past the streetlights. It was a light snow: not the blizzard the city had been expecting, but a dusting that would leave the morning tinged with a thin layer of white. She stood so close to the window that each fresh exhalation fogged the glass before her, making the city outside look less like a real thing and more like a dream she would never know. She pressed her palm against the glass, felt its coldness, and practiced shrouding the streetlights in darkness; they seemed to pulse on

and off, like slow-motion strobe lights, illuminating a world that sometimes seemed real and sometimes seemed like an illusion she had the ability to banish at will.

She knew when Octavius entered the room behind her, and also knew that he believed he believed he'd entered unnoticed. She reacted to his presence not at all, keeping her own counsel, as she'd always been commanded to do.

He spoke in a voice as soft as velvet that pretended warmth while containing nothing but ice: "Do you know? You are very beautiful."

His face was a crescent of light illuminated by the street light bisected by the shadows of the frames between the window panes. His tentacles, writhing all around him, like snakes constantly searching the air itself for threats, glimmered wherever they caught the light an effect that made them look much more real than he was.

Pity said nothing. Of course.

He said: "Providence was wise, when it gave you power over darkness. Because the darkness becomes you. You should be its mistress, not its servant You should be the queen of any place you choose to walk."

It was probably meant to charm her. But it was the phraseology of a man who knows words, but cannot connect them to the feelings they are meant to convey; she was relieved to find she could not discern any sincerity behind them. She waited, and did not look at him.

He said: "I know he treats you like a slave. I know you are not happy under his yoke. If you decide to work for me instead, I promise I will make you the queen you deserve to be. And all you have to do is tell me what that old man's not telling us. Who he is, and what he's really after."

Her reaction to that was in danger of showing on her face. She drew a curtain of darkness over her features, and then around her entire self, feeling it wrap her as cozily as a favorite coat Shrouded like that, she might have smiled. It would have been a sad smile, entirely without mirth—but it would have been a genuine smile nevertheless, since she knew the darkness better than she knew any human being, and it comforted her in the way few other things in this life could.

Somewhere, outside that zone of darkness, Octavius snarled. “Very well. This is not over. Remember that.”

And then he was gone.

Leaving Pity where she had always preferred to be: alone and in the dark.

:20 A.M.

Adrian Toomes, aka the Vulture, sat up in bed, a fresh scowl twisting his aged but predatory features.

He had hoped to get an unbroken night’s sleep tonight. It was his policy before committing especially grandiose crimes; he was, after all, not exactly a spring chicken anymore.

He had not expected to wake up with tear-tracks staining his cheeks, and the last of a sob dying in his throat.

It shouldn’t have surprised him; after all, he frequently experienced that dream, which he never remembered except for a single unanswerable question and an impression of overwhelming grief. He didn’t have the nightmare every night but it had returned at least once every week or so since he was a young man. And though he had never been able to answer the question, he never felt the need to explore it further than a few curses muttered beneath his breath.

The question was: *How come nobody’s ever loved you?*

The answer, at least in recent years, had always been: *Who cares? I’m the Vulture. It’s enough that they’re afraid.*

But tonight... that did not seem like enough.

He muttered to himself, rolled over, and went back to sleep.

3:15 A.M.

Max Dillon, aka Electro, lay awake on top of the covers, staring up the ceiling, using a single glowing fingertip to draw lightning-pictures in the darkness all around him.

Even considering the unusual medium-jagged strokes of light that faded into purple afterimages as soon as he created them—he was not a very good artist. He had very little talent, and almost no knowledge of the fundamentals.

But it wouldn't have taken an art expert to recognize that the fleeting, ephemeral images were portraits of Pity.

3:30 A.M.

Anatoly Smerdyakov, aka the Chameleon, did not even make a pretense of sleep.

He sat in a soft leather easy chair in the corner of the bedroom that had been assigned to him, leaning forward slightly as he rested his chin on folded hands. Lost in thought, he might or might not have been aware that the malleable features of his mask were altering every few seconds or so to reflect the subjects of his brooding obsessions; or that the churning maelstrom of his thoughts were reducing even those false faces to grim, distorted caricatures. Toomes, Dillon, Beck, and Octavius all appeared there, only to disappear almost immediately; so did J. Jonah Jameson, Ben Urich, Peter Parker, and Billy Walters, mostly because they were individuals he'd seen at the *Bugle* that day, whose faces were foremost in his recent memories. He also transformed to the perennial superhero sidekick Rick Jones, who had once been one of his disguises; to an elderly news vendor who had recently sold Smerdyakov a *Daily Bugle*, and whose craggy visage Smerdyakov had especially admired; and to a variety of entirely imaginary faces he had used to disguise himself at one time or another.

But the face that appeared most often belonged to the Gentleman... who was each time blanching in abject defeat.

Smerdyakov, who had his own agenda, smoked one cigarette after another, and occasionally chuckled to himself.

:50 A.M.

Quentin Beck, aka Mysterio, slept like a baby, his harsh features enjoying a rare moment of total relaxation. His dreams, which were sweet, had nothing to do with his criminal life, or with his ambition of destroying Spider-Man, or with his long list of other enemies, or for that matter, with the kind of ridiculous schoolboy crush that he had earlier realized Toomes and Dillon harbored for their newest teammate; Beck had been cruelly amused by that little observation, and had enjoyed the feeling of superiority that came from the awareness that he was never moved by such passions. No; these dreams were set at the Dorothy Chandler Pavilion in Los Angeles, and featured the hugely successful Writer/ Director Quentin Beck, this year's winner of twelve Academy Awards for his five-hour epic version of his own life. His acceptance speech was a brilliant denunciation of everybody in the audience for taking so long to come to the shared realization that their overrated talents were miniscule sparks of light compared to the glorious conflagration that was his. In his dream, the audience of thousands, which included not only the living but also the great names of the past like Griffith and Hitchcock and Ford and Chaplin and Sturges and Kurosawa, applauded every fresh outpouring of abuse from Beck's lips, their smiles fixed but sincere, overflowing with awe at the depth and breadth of his accomplishments. They knew they were nothing next to him. They didn't care. They were just content to admire him, and shower him with praise.

Much later, after he woke up, Beck would think back on the vision and realize, to his chagrin, that all the Oscar statuettes on the podium before him had been wearing little Spider-Man suits.

:00 A.M.

Mary Jane Watson-Parker watched through slitted eyes as her husband, moving with a superhuman grace possibly only for an incredibly agile superhero who believes his wife to be asleep, rose, donned his familiar red-and-blue costume, and moved toward the window. He had mentioned needing to make a rendezvous before the day's promised insanity started in earnest; he had just as clearly spent the past four hours pretending to be asleep instead lying wide awake, unwilling to aggravate her apprehension with his own. In this, he was being typically Peter, but also typically naive: for she had spent those four hours also wide-awake, listening to the soft rumble of his breath,

trying not to think about the horrors that awaited him. She hadn't revealed herself to be awake because she'd known that he would need all his strength for the ordeal to come; and he hadn't revealed himself to be awake because he'd known that she would need hers just as badly.

It was a transparent charade for both of them: one they'd both playacted before, during previous crises.

The pretending stopped only after he clipped his fresh web-cartridges in place, pulled up the lower half of his mask, and leaned over the bed to kiss her. "I'll see you tonight," he whispered. "I promise."

She sat up and hugged him. "Don't be late. I'm making stroganoff."

"Oboy. What a motivator. Poor Ock won't stand a chance." He kissed her again. "I love you, Red."

He didn't give her a chance to say anything else. A heartbeat later, he was gone.

Mary Jane collapsed against the pillow, her vision blurring. She hated this: it was like being a cop's wife, only a thousand times worse; every parting bore with it the terrible suspicion that this time it might be the last one. She'd had to prepare to mourn her husband almost every night of her life.

And she still wouldn't have traded him for anybody else.

She went back to sleep—or rather, to pretending to be asleep—and spent what remained of that night staring up at the ceiling, trying not to hear the phantom sounds of fisticuffs and lightning bolts and explosions.

It wouldn't be until almost sunrise that she remembered something the worries of the night before had completely driven from her mind, something that seemed unbearably trivial now but which the rational part of her knew she simply could not afford to forget...

...her job interview...

5:30 A.M.

The last calm before the storm.

Spider-Man and Colonel Sean Morgan stood on the roof of a small four-story apartment building in Chelsea. There was nothing special about the building, no particular reason that it should have been selected as the site of their rendezvous; it had been chosen at random, by a city map in SAFE'S computers. Morgan had commented that a site chosen completely at random would be most unlikely to attract premature attention from the Sinister Six. Spider-Man had allowed as how this sounded like a good idea and not mentioned that he'd once rented a skylight apartment just down the block.

It was a bitterly cold morning, with a light dusting of snow. Spider-Man had worn one of his best thermal uniforms and he could still feel the air sucking the warmth from his bones. Morgan, clad in a SAFE Kevlar jumpsuit, didn't seem to feel the temperature at all. Either he was even more of a robot than he pretended or SAFE had some kind of fabric that really kept in the heat Spider-Man had thought of asking him for details, but quickly forgot as circumstances turned their conversation toward the subject of death.

Specifically, the people Spider-Man had been unable to save.

Even Spider-Man, who habitually felt his failures like physical wounds, was aghast not only by just how many he was able to list, but also how many he'd almost forgotten. He had already gone over the George Stacy incident the Gwen Stacy incident an incident involving a innocent woman murdered by the super-strong serial killer known as the Rooftop Ripper, an incident involving a fireman and a collapsing wall, several incidents involving the psychotic symbiote known as Carnage, and others. By the time he got to the story of the murderer known as the Sin-Eater, the weight of all that death had turned his voice hollow and despairing.

He clenched his fists and continued: "It didn't stop when I beat him to within an inch of his life; it didn't stop when I turned him into the cops; it didn't even stop when the police were bringing him up the steps of City Hall for his arraignment He'd killed a lot of people by then-including one I knew and respected, a good cop named Jean DeWolff." He hesitated. "Jean. She was a friend. I don't think we ever used that word to describe our relationship when she was alive. But she was a friend. I liked her a lot."

“The street in front of City Hall was mobbed with people who wanted the Sin-Eater’s blood. Somehow, in the confusion, he broke loose, and got his hands on a double-barreled shotgun, I swung down to stop him. He fired it directly at me, point blank.”

Here, Spider-Man hesitated, his head bowed. “But of course,” he said, more loudly, his tone bitter and self-accusatory, “I have the proportionate speed and agility of a spider! That’s no threat to me! I just leaped over the blast! What a slick move! What a great thing for the swashbuckling hero to do! So what if there were people behind me, and the innocent civilian who took the brunt of it died on his way to the hospital? At least I beat up the bad guy! That made everything better again, didn’t it?”

“City Hall,” Morgan noted, using his light-pen to write this into an electronic notepad. “Seems a natural target for the Six; it’s public and it’s dramatic and any terrorist strike there will only exacerbate any panic or chaos affecting the rest of the city. I’ll have spotters there, too.”

Spider-Man didn’t answer him a long time. Then he nodded, his voice hollow. “City Hall.”

Morgan ruminated that a little longer. “We can’t say it’s a certainty, though. The Six wants to keep you guessing. Since I agree with your assessment that they’ll probably consider the Brooklyn Bridge, site of the Gwen Stacy murder, almost mandatory —the witnesses we’ve interviewed all say it seemed to hit you pretty hard—we have to go by the assumption that they’ll devote some of their attention on less obvious targets. We have to spread our people around, so we can provide logistical and even tactical support wherever we’re needed.”

Spider-Man, nodding, rested his elbows on the parapet and stared down at the street. “Aren’t you afraid of running out of spotters, covering all the places I’ve let people down?”

“Negative,” Morgan said, giving him no sympathy at all. “This is a full-scale operation. I can assign as many people as I need.”

“Swell. With all the possibilities I’ve come up with, I was afraid you’d have to call in the other armed services! Maybe even leave all our military bases unguarded!” He was unable to keep the bitterness out of his voice:

“We would feel pretty damn stupid if you used so many people covering all my failures that the Sinister Six was able to walk away with the country!”

Sean Morgan snapped his notepad closed, and clapped a hand on Spider-Man’s shoulder. The web-slinger, who had felt no warning from his spider-sense, whirled, ready for an attack, instead seeing nothing but the Colonel’s look of grim determination.

“Shut up.” the Colonel said, quietly.

“What?”

“I said, ‘Shut up.’ You’re not doing this operation any good.”

“The operation?” Spider-Man was incredulous. “Is that all this is to you?”

The Colonel stepped closer, facing Spider-Man from across a gulf of inches. “Did you really imagine that you long-underwear types are special? That you’re the only people who walk around feeling the weight of your own personal body count? I have news for you, mister. Every doctor who ever watched a patient die on the operating table, every ambulance driver who couldn’t get to the hospital in time, every cop who answered a 911 call too late, every commanding officer who had to order soldiers to take the next hill, and every—” The colonel hesitated, squeezed his eyes tightly shut, then opened them again and finished the thought, “—hell, every parent whose kids ever got hurt in a stupid, pointless accident. They all feel the blood on their hands. They all think about how they could have been faster, or stronger, or tougher, or on time. All of them!”

Troubled, as much by the colonel’s demeanor as what he was saying, Spider-Man said: “But there are so many in my case. So many failures...”

“And you know why, web-slinger? Because you do what so many other people don’t even bother to do. You try.”

“I—”

“Most people give up in advance. They let other people suffer and die because they figure there’s nothing they can do. You have failures because you try—because you’re out there taking the responsibility every day. If you never went out there and tried, if you never attempted the impossible every time you put on that stupid costume, if you just acted like Ock and his

friends and used your powers to resign from the human race, you wouldn't have all of this coming down on your head. You'd just have a whole lot of dead people who never even had somebody like you trying to help them. The only difference is that there'd be a whole lot more of them! If my figures are right, enough to fill this city a dozen times over!"

On a purely intellectual level, Spider-Man knew Morgan was right; if anything, the SAFE man was understating the case. The Time's Arrow affair with Kang the Conqueror alongside the X-Men, just a few months earlier, had saved the lives of everybody in this plane of reality. But Spider-Man wouldn't have been the man he was if his heart permitted him to see the figures that way. He said: "I'm sorry. I know it doesn't make sense. It's just that-just to fail at all, with everything else I can do-all my power—"

"To hell with sense. To hell with power." Morgan turned his index finger into a club, jabbing his points at Spider-Man's chest. "I command enough weaponry to turn this whole island into a smoking cinder. The Hulk is so strong he makes you look like a maiden aunt. We're both more powerful than anybody has a right to be. Does it make sense that neither one of us could save my kid from a stupid car wreck? Does it make sense that we both still feel the guilt?"

Spider-Man hadn't known. Hesitantly, he ventured, "Morgan, I—"

"This is not a bonding moment, Spider-Man!" It was the first time Morgan had even raised his voice. "We are not friends. We will never be friends. We may be getting along better than we used to, but I still don't like you."

"Then what's your point of bringing up your son?"

"The point? That we all live with our failures. We all wish we could rewrite history, win where we lost, and take back what we can't. If the deaths are on your head, and I'm certain they are, then that's because you're the one who bothered to take the responsibility for trying to prevent them. And if you let the Sinister Six trick you into thinking that this is all your fault... then you're giving those murderous scumbags exactly what they want. Because they *want* you to torture yourself. They *want* you to think that it's you putting people in danger. They *want* you to forget that this is really only about a bunch of lowlife murdering psychopaths who have

lucked into power and who think this entitles them to rob and kill and terrorize anybody they want. It's about how if they weren't doing this, they'd be doing something else just as bad." The colonel let that thought reverberate into the cold January air. Somewhere, down on the streets below, a siren wailed; the colonel let it fade in the distance, then faced the dim light just beginning to light up the sky in the east. "And it's about how much it bothers them that one man has always stood in their way."

7:30 A.M.

Showing a rare concern for management-labor relations, the Gentleman had arrived at the townhouse with a bag of steaming hot croissants. He allowed Pity to eat. He deflected hostility from Octavius. He made sure Mystério's own extensive preparations were ready. He wished the Vulture luck. He passed a few private words with the Chameleon. He assured Electro that his own secret agenda today was critical to the success of the larger plan. He reminded them all about their rendezvous at the end of the day. He watched with approval as his pawns descended into the basement to use the access tunnel that led to the nearest subway line and points beyond.

Throughout all this, his smile never changed: it was very white and very nasty, like a picket fence dipped in venom.

Karl, he thought. I have not forgotten you.



Chapter Eight



8:36 A.M.

The Vulture had done this before.

Despite his chosen sobriquet, he was a bird of prey, not a creature who fed on carrion. His unique flight harness, powered by a battery strapped to his back, allowed him to slice through the air with a velocity much more reminiscent of the common hummingbird; though he much preferred slower speeds, for conveying the impression of deliberate, unhurried deadliness, he was at full acceleration little more than a terrifying green blur, moving faster than most human eyes could track him. This speed was invaluable on those frequent occasions when he had to fight Spider-Man, and an unstoppable advantage when he directed his aggression against ordinary people.

Moving that quickly, he could swoop down to the street, skimming the rush hour crowds. He could seize some civilian at random, drop him unharmed on a rooftop... and repeat the process ten more times before his first victim even had time to think of trying to get away.

He could grab another ten victims in the time the last few were starting to panic. He could accumulate hostages faster than they could climb through the windows or down the fire escapes or over the adjacent rooftops; he could even take his time about it because there would always be some so terrified of heights that they curled up into a ball, unable to muster the necessary will to, save themselves. He could recapture the most defiant among them several times in rapid succession, laughing at their repeated attempts to escape, exhausting them so badly that soon they, too, were hopeless, quivering, and defeated.

He had done this on previous occasions just to gain Spider-Man's attention.

It had worked.

He saw no reason not to try it again.

After all, why not? In some ways, the web-slinger was so predictable...

8:39 AM.

Spider-Man had spent the past two hours on a triangular course that took him from Macy's at Herald Square, to the Museum of Natural History at Central Park West, to the Chrysler Building, and then back to Macy's, before repeating the route a second, third, and fourth time. He had done most of this traveling without benefit of web-fluid, figuring that he'd probably need all he had, later; instead, he'd hopped from rooftop to rooftop across the narrow streets, taking the wider avenues in dizzying leaps off the tops of buses. Bereft of any solid indication of the Six's plans, needing to move because the alternative was to drive himself crazy by waiting, he had hoped to maybe get a jump on their first attack by picking up a quick spider-sense impression somewhere along the way—but all he accomplished, in these frigid temperatures, was keeping warm for the battles to come.

And maybe something else.

He'd taken the Colonel's words to heart and used them to transform an entire career's worth of regrets into a nice, piping-hot mad.

He'd thought of all the people who were going to be endangered today, just because the Sinister Six wanted to make some kind of twisted point... of how little that meant to them, and how much it meant to him... of everything the Colonel had said... and he felt it building, in a white-hot knot of concentrated anger roiling in the pit of his belly. They had no right to do this. And he intended to teach them that lesson, in the most persuasive manner available to him.

That is, if they ever announced themselves...

(He had an idea for a poster. *What if they gave a super-villain battle and nobody came?* Probably sell a million copies, that Or at least five. The kids at Xavier's School would probably want to put it up in their dorm rooms...)

His right ear vibrated—not a manifestation of his spider-sense, but an incoming message from a borrowed SAFE communicator now tucked into his right ear. Its presence was distracting as hell, even with Doug 06616/5 voice coming in as big as life: “Spider-Man! Spider-Man! Do you copy?”

Feeling ridiculously self-conscious—he'd never voluntarily submitted himself to the input of a dispatcher before, but he knew it was probably necessary in this case—Spider-Man tapped his throat mike and said: “No! I just take thorough notes! Over!”

“We have a confirmed hostage situation involving the Vulture in the diamond district!” Deeley gave the exact street and address, then went on: “He's snatching people right off the street, taking them up to the rooftops! Specifically, Yeganeh Treasures and Precious Stones! Does that place mean *anything* to you? Over!”

As Spider-Man altered course, heading toward the neighborhood in question, he frowned beneath his mask, trying to place the vaguely familiar name. It was all of two seconds—and most of a crosstown block—before he groaned in remembered pain. *No. No, not that place.* He hadn't even considered that place. If the Six was starting there, it meant their itinerary wasn't going to be predictable. He said: “Something bad happened there, a long time ago! Over!”

“The NYPD already has uniformed officers there, trying to keep people off the streets! Do you copy?”

“Nothing trademarked! Over!”

Deeley's voice lost some of its military precision, and took on a bemused edge. “You do know I'm going to have to eventually type all this up in a complete transcript for Colonel Morgan? He'll go ballistic. Over.”

“I have no problem with that Deeley! Not as long as you tell me where to point him! Out!”

Leaping from building to building with a speed that devoured the blocks like candy, Spider-Man was not nearly in as lighthearted a mood as he wanted Deeley to believe. His eyes were burning at the unexpected

reminder of a dark, rainy night he would have liked to forget Yeganeh Treasures and Precious Stones, owned and operated by Sabra Israelis, had joined the neighborhood less than six months previously. Having never shopped there, or broken up any robberies at that establishment Spider-Man never would have noticed the transaction-had he not also had specific reason to note the departure of the previous merchant in that space, a venerable family firm known as Stockbridge Jewelers. Specifically: late one night many, many years ago, shortly after first donning his costume, he'd interrupted two brothers named Wayne and Kent Weisinger in the act of trying to break in through the roof. The routine burglary had been the kind of crime Spider-Man should have been able to stop with his eyes closed. A little more experience, and he would have been able to stop what happened next: as Kent, who had always hated his brother, took advantage of the distraction caused by Spider-Man's sudden appearance to push Wayne off the roof.

Wayne had fallen five stories and died on impact.

Spider-Man, taken by surprise, had not reacted in time to save him.

The incident had provided Spider-Man his first real taste of tragic failure.

His first...

He suddenly remembered what Octopus had said, during their impromptu press conference. *It shall begin with the first* Of course. They had practically drawn him a map.

Of course, he'd been younger then... and he hadn't even thought of the incident for years, having been distracted by more recent tragedies.

But the Vulture, in his malicious wisdom, had just reopened a wound.

He was going to pay for that.

At the moment, the Vulture was mostly concerned about upping the ante.

There were now close to three dozen people huddled on the roof of Yeganeh's. He had selected a fine cross-section of humanity from the pedestrians on the streets below; bearded hassidim in heavy woolen coats, on their way to jobs at one jeweler or another; a couple of teen-aged bike

messengers, clad in formfitting warmups; several elegantly-dressed young woman in mink; a somewhat older rich lady with a face stretched taut by cosmetic surgery; a uniformed policewoman who the Vulture had found pathetically easy to disarm; several raggedy homeless, including one still asleep who didn't seem to realize that he'd been snatched off his heating grate; and an obese man straining the material of his black suit, who the Vulture had chosen just to demonstrate that nobody was too heavy to be snatched. And more. There were others, of course—even if you didn't count those not currently in the act of fleeing—but they would do. They were the Vulture's favorites.

It was easy to hem them in. He just flew around them in a circle, at shoulder-height, in a low banking turn that kept the razor-sharp tip of his right wing only inches above the surface of the roof. He revolved around them so quickly that nobody among them could work up the nerve to even try to get past him; they all knew that anybody who made the attempt and was even a fraction of a second off ran the risk of being sliced in half by his next pass. This did not stop them from screaming or cowering or huddling together in a pathetic attempt at mutual protection—the sole exceptions being the policewoman, who though clearly terrified kept asking him what he wanted, and the most deranged member of the homeless contingent, whose steady stream of profanity really did deserve credit for its creative use of imagery.

But no Spider-Man. Not yet.

The Vulture took in the screams of the witnesses in all the offices across the street, the wail of sirens in the streets below, the police sharpshooters gathering on all the neighborhood rooftops, the *whup-whup-whup* of distant news choppers already beginning to converge on the neighborhood, and even the unpleasant numbness in his ears brought on by the beastly cold weather, and decided he'd had enough. It was time for them to die, as years ago Wayne Weisinger had died.

He changed course, gained altitude, performed a perfect loop high above them, and attacked them head-on. From their screams, they must have been certain they were all about to die. This was an accurate assessment but he had no intention of killing them the way they probably imagined; he was not in the mood for the mess using his wingtips on that many people would

generate. Instead, he slowed, hovered vertically, and spread his wings as far as they would go, using them as scoops, to drive the hapless, cowlike civilians back toward the edge of the roof.

They cried out all the obvious things: “No! Don’t!” and “Please! I have children!” and “Oh god oh god, I don’t want to die.” A few even took swings at him. But the blows were puny things, that rolled off him like spring rain.

As they stumbled back, herded toward oblivion by the power in his wings, some even retreated faster than they had to, preferring the five-story drop to the icy ruthlessness of his advance. Two of the Chassidim went over. Then the policewoman. Then the obese man. Then crazy homeless guy, who held his nose before leaping, as if believing himself at a municipal swimming pool. Then the bike messengers and the young women in furs and the rich lady and the rest, ail falling without a sound, their screams halted by their own sheer disbelief at where their fate had brought them.

When they were all gone, the Vulture frowned. That had been stupid, using up all his hostages like that Killing one or two, as a demonstration of his intentions—that was always good policy. But all of them? Wasteful. He would now have to start all over again, getting some more.

Still, drawn by morbid curiosity, he peered over the edge of the parapet to see the mess they’d made on the street.

There was no mess.

There was just a wide expanse of gray webbing, stretching across the street, one story up—and a wriggling, entangled mass of erstwhile hostages, still bouncing from the initial impact. The Vulture scowled as he considered just what that meant, tensed as he tried to figure just where the attack was coming from, and said, “Oh”, as for the most fleeting instant, his entire field of vision was taken up by a flash of red in the shape of a red boot.

The kick to the face was a solid one. It dazed the Vulture, knocking him back ten feet. Spider-Man rode the Vulture’s fall as far as he could, standing with his left foot on the Vulture’s chest and his right foot still pressed firmly against the Vulture’s now even more unlovely nose. He flipped off only when the old man snarled and grabbed at his ankles. Not that the Vulture’s hands were all that much of a threat—but the wings attached to his arms

were. The move had made those razor-sharp wings curl up and around Spider-Man's body like the leaves of a hungry carnivorous plant.

Spider-Man spun, leaped off the parapet, rebounded off an air-conditioning unit, and leaped at the Vulture again. "Got to hand it to you, Vulchy! Just when I think you've sunk as far as you can go, you get back in there and dig yourself a new subbasement!"

The Vulture recovered in time to evade the attack, flying a spiral course around Spider-Man's leap. Two of his wing-blades scraped the rooftop, raising sparks. "I'm so glad you're here, Spider-Man! I was looking forward to ripping your spine out through your throat!"

"Now *that's* a charming image!" Spider-Man gibed. He landed, leaped straight up, and fired two weblines that both missed by the Vulture by inches. "I gotta give you credit, Vulchy—that's much better than the kind of stuff you used to come up with! You must have started practicing in front of the mirror at night—though with what you have to look at, I wouldn't blame you for not wanting to!"

The Vulture banked, changed course so suddenly that the turn was indistinguishable from a right angle, and rocketed straight up. Spider-Man, who knew his tactics well, didn't even bother trying to leap after him; he just watched, warily, as the old man leveled off, circled high above, then dove toward him. It was a textbook strafing run, much like the early biplanes used to attack civilians on the ground, except that in this case the attacker was a nasty-looking old guy in a feathery green bird suit.

Spider-Man simply remained where he was. If he dodged too early, the Vulture would have time to alter course. Too far, and the Vulture would miss him by a mile. Too close, and the impact would probably knock them both silly. Too late, and J. Jonah Jameson would have had the headline he'd lusted after all these years.

Timing this just right, on the other hand...

... that would be special.

At the very last second, rocketing toward Spider-Man at waist-height the Vulture seemed to realize that his foe had no intention of dodging. He saw Spider-Man winding up for a punch, and his eyes widened as he instantly calculated the results of adding the force of own significant momentum to

the superhuman strength behind Spider-Man's blow. He gasped and tried to gain altitude.

"Wax on!" Spider-Man cried, as he swung. "Wax off!"

The Vulture's wings tilted perpendicular to the ground,

catching the air, slowing him down just enough to make the punch a glancing one. It still freight-trained the Vulture's jaw, and rattled the brain in his skull, and set him up for a followup punch to the ribs which didn't look like much fun either, but it was unfortunately not enough to knock him out; he was still able to recover in time to thrash his right wing at Spider-Man's face, forcing the wall-crawler back.

"A... lucky blow!" the Vulture managed. "But it will be your last!"

Spider-Man took his time advancing on him. "You've got it all wrong, Vulchy! Y'ever notice that whenever you yeggs band together I seem to have less trouble taking you on than I do when you attack me one at a time? You ever wonder why that is?"

The Vulture feinted with his left wing again, cutting the air bare inches in front of Spider-Man's face.

Spider-Man dodged, but only a little; according to his spider-sense, the slash hadn't been in any real danger of connecting. "Come on!" he said. "Don't you wanna know the answer to that question, Vulchy? Don't you wanna know why I've almost got you beat already?"

The Vulture bellowed and charged, attacking Spider-Man with his bare fists. One punch connected on the right side of Spider-Man's face; the next on his left. Both landed solidly, and both hurt. Next the Vulture drove his knee into Spider-Man's belly, driving the wind from the wall-crawler's lungs. That hurt, too. The trick, Spider-Man knew, was not minding that it hurt: accepting the moment of pain as the price of an opportunity to strike back. He grunted, slapped aside another pair of punches with a pair of lightning-fast jabs to the Vulture's wrists, then took advantage of the moment's opportunity to slam his fist into the Vulture's solar plexus.

Thanks to his strength he derived from his flight harness, Adrian Toomes had always been an extraordinarily powerful foe, especially for a man his age. He could take the punch, especially in light of the way his costume absorbed impact.

But this particular blow was so strong his grandmother must have felt it. The Vulture staggered back, gasping.

“Wanna listen now?” Spider-Man asked.

“I will kill you,” the old man raged. “I will see you a broken rag doll, shattered by a fall from a height!”

“Little chance of that, Vulchy! Y’see—what I’ve been trying to tell you is—when I fight you guys one at a time I have time to worry about not hurting you too badly! When you guys band together, and pull a stupid stunt like today’s, I don’t have that luxury! I can’t hold back anymore! I’ve got to show you how easily I could take you down if I was really trying!”

There was a moment of silence, as the Vulture digested that, his eyes narrow and disbelieving.

Then, outraged, he leaped.

The cutting edge of the Vulture’s right wing sliced the air where Spider-Man had been. Spider-Man dodged, but set himself up for an equally deadly slash from the left. He did not, quite, manage to get out of the way of that one. He avoided the cutting edge, but was struck head on by the flat, the impact a lot like a smash in the face with a two-by-four. Spider-Man staggered back, already raising his hands to ward off the inevitable followup attack.

There was none. The Vulture had taken flight.

This time, Spider-Man knew, he wasn’t just getting into position for another attack; he was fleeing, to lick his wounds, rendezvous with the rest of the Six, and find some more civilians to terrorize. Spider-Man leaped, matching the Vulture’s rate of ascent just long enough to fire another webline. This one, aimed at the Vulture’s ankles, connected solidly, binding them tightly together. There was a surreal moment when the line fluttered, thanks to a midair u-turn which gave it plenty of slack-but then the Vulture decided where he was going and the line drew taut with a bone-jarring tug.

The Vulture cackled. “You were correct, Spider-Man! With a solid surface beneath you, the advantage is yours! But here, in the sky—the Vulture is king!”

Now being towed along like a kiddy toy at the end of a string, through air now rendered even more frigid by wind chill, Spider-Man knew that his old enemy was right. At ground-level, trading punches, the Vulture was a dangerous but essentially quantifiable risk; in the sky, he had gravity and the city's architecture on his side. Up here, Spider-Man's little speech about holding back became nothing but wishful thinking. Spider-Man had to take him down quickly. He gripped the long looping webline more tightly and began pulling himself toward the Vulture handover-hand.

"Spider-Man!" This from Doug Deeley, via the SAFE communication device in the web-slinger's right ear. "We have unconfirmed reports of an explosion at City Hall and a developing hostage situation at the Brooklyn Bridge! Do you copy?"

"I copy, I copy!" Spider-Man groaned, doubling over into a ball to avoid being smashed into the wall of a nearby skyscraper. "I'm just a little busy now, do you mind?"

The Vulture had seized upon his strategy—now that he had Spider-Man dangling at the end of a webline, he was going to play crack-the-whip against the Manhattan skyline. The first few collisions were almost playful, as the old man perfected his technique: Spider-Man skidded along office windows hard enough to make the lexar wobble, rebounded off, spun helplessly, then felt the webline snap taut again as another familiar building loomed like a forty-story hand about to slap him in the face.

Entire city blocks turned into blurs as the Vulture raced through the concrete canyons, slamming Spidey against the McGraw-Hill building, heading north to batter him against the G.E. building, then making a sudden turn to the right to descend so low over the Avenue of the Americas that the latest obstacle threatening to smash the web-slinger flat was an approaching double-decker tour bus. Spider-Man calculated his chances of surviving this large-scale reenactment of the bug-on-a-windshield trick (not large), kicked off against the pavement directly below him hard enough to gain himself some altitude, and was yanked in between the two rows of rooftop seats for the amusement of some twenty fascinated tourists thrilled that their guide had managed to arrange such an intimate encounter with one of New York's best-known citizens.

As a demonstration of the human animal's endless capacity to think the oddest thoughts in the most stressful situations, Spider-Man caught a glimpse of one mid-western tourist with the presence of mind to snap his picture, and thought: *Whaddaya know. I have that camera, too.*

Up ahead, the Vulture changed course again, aiming himself directly at the open air above the canyons of steel and concrete and glass. Still gripping the webline with his right hand, Spider-Man used his left hand to fire another one at the thirtieth story of a skyscraper housing a well-known advertising agency. This second webline stuck, and Spider-Man held on tight with both hands, hoping to arrest the Vulture's flight with nothing but the considerable strength of his own two arms. He gritted his teeth, awaiting what would certainly be a painful jerk when both lines snapped taut.

They did not snap taut.

The Vulture, spotting the maneuver, had looped around to sever the second webline with a single pass of his razor-sharp wings. "It won't be that easy, wall-crawler! I already know your tricks! If this is to be the final battle between us, it will be at a site of my own choosing!"

"How about Lindelmann's Deli? I can really use some hot hazelnut coffee!" Spider-Man somersaulted, attempting to use the Vulture's looping flight path to guide himself to a landing on the villain's back. In this he failed; the Vulture had altered course again, heading southeast. The path carried them over Park, north of Grand Central, facing the place where the road split to become a pair of tunnels running beneath an elegant Helmsley hotel and then around the great broad expanse of the Met-Life Building. As usual, the bifurcated avenue was packed with bumper-to-bumper traffic, much of it yellow cabs. The Vulture was headed directly toward the northbound exit, apparently intending to take them both through that narrow opening, flying against traffic. In that constricted space, with the Vulture controlling his trajectory, it was going to be next to impossible for Spider-Man to avoid a deadly collision with a windshield or a tunnel wall.

Forget that. It was time he started making his fair share of the navigation decisions.

He released the webline tethering him to the Vulture's ankles, and simultaneously fired another pair at each of the Vulture's wings. Both

connected. Spider-Man tugged hard on both, forcing both wings to draw back, catching the air, resulting in a course change toward the sky.

The Helmsley Building loomed before them, then passed by underneath-replaced by the far greater expanse of the Met Life building, which seemed far too close to avoid. The Vulture banked of his own volition, headed east again; centrifugal force swung Spider-Man into a painful belly flop against the unbreakable glass windows. The impact would have shattered every bone in the body of any other man. As Spider-Man slid across the glass on his stomach, still holding on to the weblines with both hands, proximity made it possible for him to see the startled faces of the white-collar workers in the offices inside. He wondered if any of them had imagined they were having a tough morning-copier jammed, phones busy, boss perhaps a little cranky—and decided he had absolutely no sympathy. *Try this sometime, okay?*

“Spider-Man!” This a transmission from Doug Deeley. “The City Hall bomb threat was a prank—just a couple of Yancy Street kids who thought they could horn in on the act! But the Brooklyn Bridge sighting is a definite! Electro is on the bridge! Repeat! *Electro is on the bridge!*”

“Th-thanks,” Spider-Man managed. “You’re really helpful, you know that?” Gritting his teeth, he renewed his grip on the two weblines and once again focused all his concentration on reaching the Vulture before the old man could batter him with another building.

The Vulture changed course again, heading north, swallowing the blocks like candy. They had close encounters with the Waldorf Astoria, its close neighbor the Marriott Eastside Hotel, and the Seagram Building. They even passed through a fifty-story office building under construction on Lex, the Vulture looping around the bare girders in an attempt to shake Spider-Man off. This was, of course, a tactical mistake: construction sites were more Spider-Man’s territory than the Vulture’s. Spider-Man let go of the weblines, scrambled over a pair of girders, launched himself ahead of the Vulture’s arc, and grabbed the pair of weblines again.

“You again!” the Vulture cried. “I thought I’d lost you!”

“Don’t know why you’re so surprised, cuddles! After all, who else were you expecting to meet up here?”

The tower looming up ahead now, recognizable by its wedge-shaped roof, was the Citicorp Center: another perfect place to play crack-the-whip. Also the perfect place for Spider-Man to pull off the maneuver he'd finally concocted to put an end to this insanity.

The Vulture flew within ten feet of the skyscraper's glass walls before veering off. Spider-Man, headed for another bone-rattling impact, flipped in midair and hit the building with the soles of his feet. The Vulture was going so fast that Spider-Man slid almost fifteen feet across the side of the building, in a position best described as vertical water-skiing, before the remarkable adhesive abilities of the wall-crawler's extremities finally kicked in.

Spider-Man screeched to a halt.

The Vulture kept going until the weblines attached to both his wings suddenly snapped taut. At which point simple physics brought him up short conserving his angular momentum with a fresh trajectory defined by his speed and the limits of the web-cables tethering him. He changed course against his will, screamed, and slammed into the side of the Citicorp Center at full speed.

Had the windows been true glass, the Vulture might have broken right through, leading to a new phase of battle occupying the offices inside. But these windows were lexar. They vibrated, but held. Flattened against the wall, the Vulture looked like he was going to stick there. "S-sav-age!" he managed, through a jaw forcibly slammed shut. "You hurt me!"

"Oh," Spider-Man said. "Like we're playing fair now. Excuse me?"

"It... will end... where it began! Mark my words! Where it began!"

Spider-Man was about to finish mopping up the Vulture when his earphone crackled again, bringing another frenzied update from Deeley. "Spider-Man! We have a developing situation on the Brooklyn Bridge! Electro has seized hostages! Are you ready to engage?"

"Engage," Spider-Man muttered. "Where's the Borg?"

Gravity peeled the Vulture loose. He fluttered backward, knocked silly but still kept aloft by the sophisticated technology of his flight suit; he might have just bobbed along motionlessly, but some atavistic refusal to give up allowed him to continue flapping his wings, enabling a slow and

painful retreat to the west Spider-Man considered going after him again. The man was, after all, pretty close to defeat now; it would only take another couple of minutes to take him out completely, web him up, and consider him written out of the rest of today's festivities. But a couple of minutes was a long time. And the Brooklyn Bridge was way downtown, near the southern tip of the island. And Electro was one of the two most dangerous members of the Six. And he had hostages.

Deeley said: "Spider-Man? We estimate about two hundred seventy civilians."

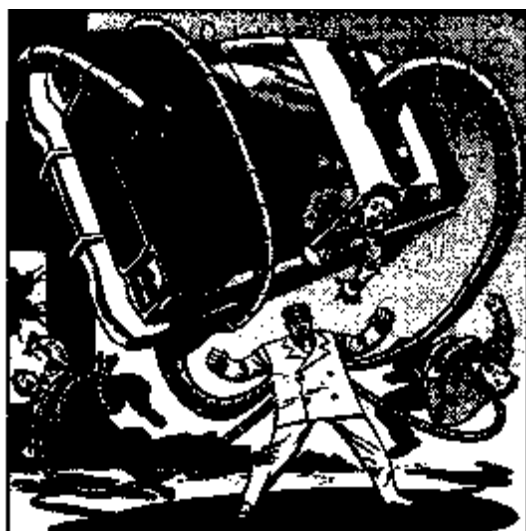
The Vulture was ascending now. Slowly, painfully... but already almost a hundred feet higher than the nearest tall building. Spider-Man could probably get him now if he really tried. But what of Electro? He was the guy who'd once tried to blow up a city block just to make a point. Would he be inclined to show mercy toward people he'd made his prisoners?

Spider-Man realized he had no choice. The Vulture was dangerous; Electro was a potential city-killer.

And besides—he had to admit this to himself—after that terrible day with Gwen Stacy, the Brooklyn Bridge carried a particularly terrible weight. He didn't think he could bear to risk anybody else being hurt or killed there.

He tapped his throat-mike. "All right I'm on my way."

"Good." Deeley said grimly. "Because I don't get the impression this dude is into waiting..."



Chapter Nine



:53 AM.

At 27, Jay Sein was programming director and morning drive time personality on WMRV, the only station devoted to 24-hour-a-day coverage of developments in the superheroic, super-villainous, and similarly paranormal arenas. This may have been an unusual marketing niche, but it provided a vital service in a city where invasions from Atlantis took place almost as frequently as transit strikes. In the past few years alone, his award-winning lineup had included weekly discussions of Super Hero Case Law hosted by former District Attorney Franklin Nelson, regular (heated) debates on the mutant question between Senator Robert Kelly and Dr. Charles Xavier, and a one-shot half-scholarly, half-speculative analysis of super hero marriages by Dr. Ruth Westheimer.

Still, most of the station's programming had always focused on hard news: from which bad guys were at large at any given time, to traffic reports for commuters needing to avoid the neighborhood being trashed any given day.

Unsurprisingly, Jay had directed heavy airtime for the conflict between Spider-Man and the Sinister Six.

"So the bugman beats the birdman," he said, in the half-wry, half-somber voice that had made him popular among standup comedians looking for somebody to imitate. "That was a no-brainer. I mean, I'm sure he's dangerous and everything, but if the Sinister Six were the Beatles the Vulture would have to be Ringo. What do you think, Cosmo?"

This a cue to Jay's sidekick, Cosmo the K, self-proclaimed coolest man in the universe, and owner of the world's most frightening eraser-shaped hairstyle. Cosmo bit on his pipe, puffed out a cloud of ruminative smoke,

and said, “I’m gonna have to differ with you there, Jaybee. Sure, nobody really expected the Vulture to win, but it’s still a formidable first strike by the Six, in that he was able to keep Spider-Man on the defensive for almost a half hour. One can only assume they deliberately scheduled the Vulture’s play for first, just to wear out the web-slinger before they brought out Octopus, who has traditionally been considered their toughest gun.”

“A situation that might change,” Jay pointed out, “considering recent indications that Electro’s upgraded his act.”

“That’s true, Jay. Spider-Man has defeated this new and improved Electro before—most recently when that shocking individual tried to threaten the city’s water supply—but we’ve yet to see if he can pull off that trick when kept off balance by the rest of the team. Electro does bear watching. Still, Doctor Octopus has always been the key player in the Six before, and we have no reason to believe that he’ll been anything but that, now. If I were a betting man, I’d put my money on him.”

“Not that we’re rooting for him,” Jay prodded.

“Uh... no. Right Not that we are.”

“We’ll be right back, with more .coverage of the ongoing Sinister Six crisis, right after these words from Stereo City.”

:57 AM.

The Brooklyn Bridge had become a prison, bordered by lightning.

Great electrical explosions, both exquisitely timed, had cut off both ends of the roadway, trapping the cars and buses then in the act of crossing the East River. Curtains of glowing electrical energy had descended from both the eastern and western towers, forming a barrier only a madman bent on suicide would have dared to challenge; arcs of crackling, blindingly bright lightning now raced up and down the supporting cables, and over the heads of the stranded motorists themselves, none of whom—unusually enough for Manhattan—were foolhardy enough to risk abandoning their cars. Nor could they drive to safety, since the monster had also used his uncanny control of electricity to drain their batteries. Protected from immediate electrocution by the insulating effect of their rubber tires, the almost three hundred people in the cars and buses craned their necks, trying to catch a glimpse of the

madman—or was it mad god?—who stood atop the Manhattan-side tower, laughing at their plight.

He wore a green jumpsuit with two cartoon representations of lightning-bolts crossing over his chest in a V shape. It may have been a silly outfit but the design wasn't all that easy to see, anyway: the man glowed like a miniature sun, and had eyes that roared like turbines. His laugh, amplified so loud that everybody on the bridge could hear it, was cold, merciless, and insane. It was easy to believe that he would actually kill everybody on the bridge, as he'd repeatedly threatened; just as easy to believe that the several sled-like flying machines visibly circling the bridge at a safe distance, (which a very small number of the captives recognized as belonging to the same government guys responsible for that Helicarrier thing that was always hovering over the water just past the southern tip of Manhattan), were holding back only because they knew they were helpless in the face of his raw elemental power.

There was only one thing that nobody understood.

Namely, the woman.

The beautiful young blond woman, in short skirt and pale green windbreaker, who seemed to repeatedly tumble from the Brooklyn-side Tower, as silently and bonelessly as a rag doll...

:02 A.M.

Heading downtown fast, hopping from building to building in a series of apartment complexes overlooking the East River Park and FDR Drive, just a few blocks north of the Williamsburg Bridge, Spider-Man was brought up short by a fresh buzz from his SAFE communicator. This time, it wasn't his official liaison Deeley, but Sean Morgan himself, his voice as sharp as a knife-edge drawn across flesh. "Spider-Man! Stop what you're doing! We have a problem!"

Caught in midair, between one building and the next, Spider-Man back flipped, shot a web at a fire escape, looped around, and landed in a crouch on the nearest wall. "Gee, that's a novelty!"

The nearly imperceptible pause was probably the sound of Morgan parsing the humor, finding it irrelevant, and moving on. "Dr. Octopus. The roof of an office building on West 20th! Specifically, the building where—"

Spider-Man didn't need reminding. "Captain Stacy." He winced as his mind replayed a slow-motion animation of the way the bricks had tumbled and spun as they fell toward the child frozen with fear on the street below... only to miss that child and strike down the brave old man whose last act in life was to protect that child from harm. Doctor Octopus had been the catalyst behind that tragedy; the thought of him deliberately staging a replay, as if out of some twisted form of pride, was enough to stoke the anger Spider-Man already felt at Electro's desecration of the place where the Captain's daughter Gwen had died. Which was probably the whole point He muttered: "It figures. They're not even taking turns."

"No, they're not Did you expect them to?"

Spider-Man almost replied that there was no reason not to; after all, they'd used that boneheaded method of teaming up more than once in the past. Alas, this time, they seemed prepared to take advantage of their superior numbers. He said: "What about Electro?"

"He can wait," Morgan said.

"But his hostages—"

"We have room to maneuver here. We have paranormal neutralization experts and combat tacticians in place on the Manhattan Bridge. We have aircars marking off a perimeter, and submarine units converging on the site in the water. We're even pulling our analysts from some of the other potential locations to plan an assault. We'll keep an eye on the situation, hold back as long as it remains stable, and prepare to go in ourselves if we have to. The Octavius situation, on the other hand—taking place as it does in the middle of a crowded neighborhood, with the usual mobs of rubberneckers—can only benefit from a smaller, more concentrated assault like yourself. We need you there."

Spider-Man refrained from asking Morgan whether he was sure his agents could handle Electro. He hadn't often seen SAFE'S people in action, but he'd seen enough of Sean Morgan to estimate the quality of the people under the man's command. Still, he had one remaining concern: "I don't like turning my back on this, Colonel. Ock has fifty hostages. Electro has a couple of hundred."

“He does,” Morgan said. “Unfortunately, even with that factored in, the hostages are secondary. Apprehending Octavius has to be our top priority, and you know it.”

Spider-Man knew it, all right. He hated it, but he knew it. Dr. Octopus wasn’t the most powerful member of the Sinister Six—not since Electro’s power up, he wasn’t—but his brilliantly twisted mind still rendered him a menace to all civilization. Every second he was loose, the world teetered on the brink without knowing it... rendering Electro, for all his awesome power, just a nasty neighborhood problem by comparison.

He realized he’d formed a pair of white-knuckled fists without knowing it. “On my way,” he said.

10:10 A.M.

Mark Twain once wrote that it was easy to quit smoking; after all, he’d done it hundreds of times.

As she sat in the outer office of the Performing Arts Dean of Empire State University, feeling stifled in her conservative regular job interview suit, and trying not to make eye contact with the four virtually identical tweedy, sandy-haired, cardigan-wearing young men who occupied each of the other seats, Mary Jane Watson-Parker could only admire Twain’s knack for the great eternal truths. She’d started and quit smoking in her teens, started and quit again when playing a small supporting role on a cop show out in Los Angeles, then started and quit again during her marriage to Peter. She hadn’t touched the filthy things in a long time now, but still felt the cravings especially hard during moments of extreme stress—which were not uncommon in the life of a woman married to a guy who battled the forces of evil on a daily basis.

Now, waiting for an important job interview, and struggling not to show more than academic interest in the distressing regular updates Jay Sein and Cosmo the K provided through the receptionist’s desk radio, she flirted with the thought of taking up the bad habit again, if only to provide her with something to do with her hands other than wring them in constant, helpless frustration.

The dean's door opened, and a dejected tweedy man, identical to each of the other four, shuffled out, wearing the look common to everybody who has ever known a job interview had just ended with a resounding flush. Ian Farnswell, a tall, gray-haired man who was predictably also wearing what seemed to be the official department uniform, poked his head out the door, scanned the applicants, consulted the resume in his right hand, and spoke in the lightest trace of an oxford accent: "Ahh, I suppose I don't need to ask which one of you is Mary Jane. Can you step in here, please?"

Mary Jane gathered her things and followed the dean inside, wondering distantly why she felt more nervous at this interview than she did when auditioning for major motion pictures. Inside, she found the kind of office that was not so much decorated as accumulated: the hundreds of books, most of which were leather editions stuffed with handwritten notes on yellowing paper, which sat stacked four-deep on institutional-design metal shelves, had to compete against a lifetime's sediment of beloved knickknackery for every inch of shelf space. There were twenty snowglobes alone, ranging from one that seemed to be a replica of the famous prop from *Citizen Kane* to the more recent bloody murder scene snow-globe offered as a premium with videocassettes of the Cohen Brothers masterpiece, *Fargo*. The photographs on the outer wall, most of which were signed With Deepest Respect and Affection or some such variant, depicted Farnswell with Lee Strasburg, Orson Welles, Peter Ustinov, Helen Hayes, Simon Williams, and President John Kennedy, among a host of other, equivalents familiar faces.

It looked like a comfortable room. If you were part of the history.

If you weren't part of the history, it was next to impossible to sit in this room without feeling small.

Farnswell gestured her to a chair, then sat on his side of a huge mahogany desk, leaning back so far in his chair that the back of his head almost brushed the hernia-inducing *Complete Shakespeare* open to *Macbeth* on the podium behind him. "I must say," he remarked, "it's awfully sporting of you to brave the city today, with all this Sinister Six rot wreaking such chaos with public transit. I had a dozen other qualified applicants, not quite as hardy as yourself, call to cancel their appointments. Tea?"

“Yes, thank you.” As Farnswell poured from a silver pot, Mary Jane said: “I just figured... if you think a super-villain battle’s sufficient excuse for not showing up, you shouldn’t try to get a job in New York.”

“Or in the theatre,” he said, giving that exalted word three syllables. “The show must go on, you know.”

She sipped. “I think I’ve heard that once or twice.”

“Yes. I was fourteen years old, working my apprenticeship for the Royal Shakespeare Company, when the Blitz hit London, and unless somebody specifically told me a performance was canceled, I still arrived in costume in time to stand on the parapet and try to keep a straight face holding the spear.” A nostalgic smile tugged at the corners of his lips. “Once, we had a near miss. A bomb went off so close it shook the rafters. A six-inch chunk of plaster fell from the ceiling and knocked me unconscious. I recovered in time for the curtain call, and won a louder ovation than that night’s Hamlet. I think back on those hard times and wonder why you Yanks allow a few costumed ruffians like the Sinister Six throw the whole city into such a tizzy.”

Mary Jane couldn’t believe she was being drawn into this conversation. “Well, sir, they are dangerous people...”

“This,” Farnswell smiled, “coming from the brave young lady who I’ve been told practically defeated Mysterio all on her own just one week ago?”

Mary Jane winced at the realization that this respected and distinguished academician probably obtained all of his news from the *Daily Bugle*. “It wasn’t quite like that, sir. Spider-Man and Razorback deserve all the credit. I just survived the crossfire.”

“Mmm. Razorback. Yes, I remember now. He made a strange front page, didn’t he? Ionesco would have loved him. In any event, my dear, how much do you know about this proposed position?”

“Only that you’re expanding your evening Acting Workshops.”

“Indeed,” Farnswell said, lighting his meerschaum pipe. “The University ran into an unexpected budget surplus and decided—miracle of miracles—to plow the funds back into our evening community extension classes. But these are advanced workshops, and we are looking for instructors with

background in classical theatre. Precisely which roles would you say qualify you for this position?”

Mary Jane had been a recurring player in a hit cop show starring her late friend Brick Johnson, voice talent for two seasons of a Saturday morning cartoon show called *The Hypernauts*, lead actress on a daytime soap opera *Secret Hospital*, and star of several direct-to-video action movies. They—and a significant number of commercials and modeling gigs—may have rendered her recognizable, but weren’t exactly designed to impress an aging Shakespearean who had worked alongside Burton and Olivier. So she said: “Two years ago, I did a limited run as Nora in Ibsen’s *A Doll’s House*.”

“One of my favorites. Do go on.”

“In college I did Kate in *The Taming of the Shrew*.”

Farnswell narrowed his eyes appraisingly. “I find it difficult to picture the formidable specimen of manliness they would have needed to cast as your triumphant suitor in that production. Any others?”

“Ummm... well... I freely admit that the production itself was one of the most wrongheaded ideas any producer ever had, but I also played Wilhemina Ionian in the Bleeker Street Experimental Actor’s Workshop production of *Death of A Saleswoman*.”

Farnswell winced. “I’ve heard of that one.”

Her spirits sank. “Really?”

“Yes. I had hoped it was one of those unfortunate urban legends, like the Mexican pet or the poodle in the microwave. But I trust you out-shined the butchering of the source material. Is there anything else?”

Mary Jane found herself drawing a blank.

“Very well, then,” Farnswell said. He tapped the head of his model Maltese Falcon, ruminated the interview so far over several clouds of cherry-scented smoke, and leaned forward in his chair. His eyebrows seemed to hover a full inch ahead of his brow as he asked, “I suppose you won’t mind if I ask you a leading question. When you played Emma Steel in *Fatal Action III*, which I must say I rented only because it was your name on the video box, was that really you performing that leap through that second story window into that speeding convertible in on the ground? I

examined that scene frame by frame on my VCR, and I could not discern any obvious doubling or substitutions. It was a moment worthy of Jet Li, Sammo Hung, or any of the other great action stars of Hong Kong, and I found it simply dazzling, the greatest moment of your *oeuvre* so far. If you don't mind, would you mind telling me how it was done?"

It was one of the unexpectedly surreal moments that comes from even the slightest measure of fame, and it took Mary Jane entirely by surprise. She blinked several times before managing a response. The entire interior of the convertible was an inflated stunt bag. "We switched to a regular car for the fight scene in the back seat But that isn't really my main area of interest, sir. I have a grounding in—"

"Ms. Watson-Parker," Farnswell said sternly. "This is an evening workshop, run for profit, geared toward the general community instead of the matriculated student body. A little way to raise funds, if you will. Who do you think is more likely to attract the most paying students? One of those fine theorists in tweed, who have been putting me to sleep for the past week of interviews? Or the beautiful, charming, and apparently courageous star of *Fatal Action III*, who's gotten more real acting work— and more varied acting work—than all the rest of them put together? I'm surprised you even feel you need to come in for an interview. Shall we discuss terms?"

Mary Jane's tension evaporated. She broke out into a wide grin, thinking of all the bills she and Peter would be able to pay with the added income. They might even get to remind themselves what it was like to pay all their bills on their time, instead of selecting a few that were safe to delay until the sternly-worded third notice.

The smile faltered almost immediately.

She'd just thought of Peter.

10:15 A.M.

There's a very old, and very bad, joke about the child who looks out the window of an airplane and says, *Wow. We're so high up the people look like*

ants. Whereupon his sister looks out the same window and says. We haven't even taken off, stupid. Those are ants.

Doctor Otto Octavius was not the kind of man who appreciated humor of any kind, unless it was the special kind of hilarity he always derived from terrified people fleeing in the face of his superior might. But ever since childhood, he'd always treasured that little two-liner, in much the same way a zen philosopher might treasure a particularly profound koan. It spoke to the attitude he'd always harbored toward the rest of humanity, even before the acquisition of his wondrous mechanical arms: that wherever he stood in life, whatever ambitions he might choose to pursue, or whatever means he might choose to pursue them, he was always so far above the great mewling mass of the species, just by virtue of his own advanced intellect alone, that it was impossible not to regard them as ants infesting a world rightfully his.

It was a particularly painful irony of his life that fate had mocked him with an enemy who was himself modeled on an insect.

No, he mentally corrected himself. Not insect. Arachnid.

I will not be corrected by that cretin again.

Not during our battle today.

And after I rip him to bloody shreds, sometime in the next few minutes, not ever again.

Captain Anthony Scibelli of Manhattan South, who had been placed in charge of municipal response to the hostage situation on the West Side, licked his wind-chapped lips as he stared at the nightmare up above. He stood in the center of the street, exhaling so much condensation he looked like a man breathing fire; already shadowed by the overcast light, his face changed colors every fraction of a second or so, courtesy of the almost two dozen squad cars flashing their dome lights on all sides of him. As the only cop in sight not taking cover behind a prowler, or leveling his weapon at the roof of the office building, he was as much the center of attention as the monster they'd all come here to stop.

Somewhere up above, Doctor Octopus shouted: "I am still waiting for the arachnid! Assure me he's on the way!"

Scibelli spoke through a megaphone: "We're working on it, Doctor! We need more time!"

“The hostages don’t have time!” Octopus shouted.

“We’re doing the best we can, Doctor! Understand me! It’s not like the wall-crawler and this department have ever been on the best of terms!”

Octavius cackled. “True! As I recall, you initially blamed him for the death that took place on this very spot! But your delaying tactics will have limited effect on me, Captain! I am not some addlepated political terrorist capable of being manipulated by the procedures in your rulebook! I am Octavius! I give you five minutes to produce the wall-crawler!”

Scibelli was neither impressed or intimidated. A thirty-year veteran, twice hospitalized for gunshot wounds, thrice decorated for courage above and beyond the call of duty, he was a fiftyish, jowly black man with narrow eyes and a handlebar moustache several shades darker than his graying (but still reasonably full) set of hair. He had long been considered the department’s best hand at deploying massive uniformed response to those situations where the routine violence of the city escalated to a level best compared to all-out war—a wide spectrum of possible scenarios which in this city ranged from riots, and terrorist attacks on skyscrapers to invasions from marauding Skrulls. Scibelli’s demeanor in such crises would have surprised civilians who only knew people of his profession from media portrayals. In the first place, he did not wear a look of constantly simmering rage; his habitual expression being closer to a great, soul-devouring weariness at the horrors men can inflict upon other men. And in the second place, unlike movie and TV cops of his age (and—it had not failed to escape his notice-color), he did not moan constantly about being only one week from retirement Nor did he complain about being too old for this crap. He would know when he was too old, namely, when they closed the lid on his box.

He had no intention of allowing the likes of Dr. Octopus to hasten that day. But he couldn’t deny that this crisis made him feel significantly older than most.

Less than half an hour earlier, Octopus had appeared atop this battered brick warehouse, using two of his tentacles to carry his pudgy form back and forth across the room, and two others to imprison a young man and woman whose helplessness in the face of the strength did not prevent them

from screaming and struggling to the point of exhaustion. Dr. Octopus wore a double-breasted white suit specially tailored to fit the ring-shaped harness that held his tentacles fast to his body. Even so, it barely contained him, and it would have rendered him comical if not for the liquid, sinuous deadliness of the adamantium tentacles that seemed as much a part of him as his own limbs. Hurling a couple of cinderblocks to the sidewalks below—crushing one parked car, and destroying a fire hydrant that was still flooding the street in protest—Octopus had wasted no time in announcing that he had approximately fifty more workers locked inside a storeroom down below. “If I don’t see Spider-Man.” he’d shouted, using hidden amplification systems that rendered his voice audible for blocks in every direction, “I will collapse the roof and kill them all!”

Scibelli, who’d worked with Captain George Stacy, had considered him a friend, and had never been able to drive by this particular building without feeling a twinge of remembered pain, had expected Octopus to choose this as the site of his demented commemoration, and had done his best to prepare for the siege. He’d ordered the site—a five-story brick building with sooty windows and no doubt cramped offices—placed under surveillance, stationed sharpshooters in the windows of the office building across the street even placed four members of SWAT in the building’s security force. The sharpshooters were still in place, unable to fire as long as Octavius was still holding civilians in his arms; the SWAT officers were reputedly among the hostages locked inside the storeroom; and the officers who’d been stationed in unmarked cars across the street had been quickly spotted by Octavius, and would not be able to join the small army now training their guns on the building until the fire department first succeeded in prying them loose with the Jaws of Life. How Octopus had gotten into the neighborhood without being spotted, in the face of such tremendous surveillance, remained a mystery. Scibelli was certain he’d kick himself once he found out.

In the meantime, he hadn’t been idle; the surrounding streets were now filled with hundreds of officers and dozens of prowlers and armored vans. The firepower trained on Octavius was enough to reduce him to a thin red mist—but not even a direct hit by a nuclear bomb would have tarnished his indestructible tentacles, and even a perfect head shot capable of eliminating

Octavius immediately would have caused those tentacles to constrict at once, dooming both hostages to an agonizing death.

Of course, New York City being New York City, this crisis had attracted a crowd worthy of the Macy's Thanksgiving Day Parade. The crowd barriers placed at every intersection in a two block radius were teeming with shouting and grinning civilians, some of whom carried signs that read WE LOVE YOU SPIDEY! Most of those barriers served as the backdrop for reporters from the broadcast media, who intoned their usual banalities about *New York At Siege* while jubilant civilians jostled and shoved for their moment on camera. Inspecting one of those barriers, earlier, observing a gang of ten teenagers sticking out their tongues for the camera, while one of the newswomen recited the names of people known to be employees of the paper company in question, Scibelli had wondered if there would ever be a story so horrifying that New Yorkers wouldn't be more excited about the prospect of being on camera.

Up on the roof, Octopus was shouting another endless tirade about his unappreciated genius. Scibelli turned off his megaphone and spoke with his immediate subordinate, Lieutenant Philip Gerard. "God save me from the underwear types. Does he write this stuff down first, or does he just rattle it off extemporaneously?"

Gerard, who was famed department-wide for his complete lack of a sense of humor, replied in his disconcerting Texas accent: "I don't see as how it matters, sir."

"I suppose you're right. How's the deployment going?"

"There's a couple of rooftops we haven't accessed yet." Gerard pointed out two of them. "Some of them we don't need. That one up there: we didn't see the point, since it's not quite as tall and the shooting position is not quite as good. Besides, we don't have enough men to cover all the surrounding structures as it is. If you want I could redeploy—"

"Not necessary," Scibelli said. They had more than adequate coverage of lines-of-sight as it was. "What about tear gas launchers?"

"We have several of those in place, too, but nobody thinks they'll do any good. Octavius—"

“I know.” Tear gas had been tried against Octavius before, on several occasions. It had always been totally ineffective; the man was capable of whirling his tentacles fast enough to fan away any noxious fumes. Scibelli said, “Maybe we ought to—”

He heard the vast, communal gasp of breath before he registered the gunshot.

“Oh, God,” he said. “No—”

It had come from somewhere at ground level; one of the uniformed officers had, either by accident or sheer panic, squeezed off a shot. The sound was so loud, and so unexpected, that Scibelli’s heart skipped; for a fraction of a second he was terribly afraid that the rest of his people would take it as a cue and pepper the rooftop with a fusillade that might not get Octopus but would certainly cut the man’s two prisoners to pieces. But his people, showing almost superhuman restraint, continued to hold their fire, instead shouting at each other in anger, demanding to know who among them had been stupid enough to initiate this potentially very lethal contact.

Gerard moaned. “Aw, no! It was Kranz!” He used the word the same way a child of seven, learning what his Mommy had prepared for dinner, would say, “Aw no! It’s liver!”

Scibelli caught a glimpse of the patrolman in question, a rookie who had been in firing position behind the door of his squad car who now stood in the center of a maelstrom of accusatory faces, stammering something about being sorry. As Gerard ran toward that prowler to relieve the dumb-head from duty, Scibelli raised his megaphone, intent on making sure that Octavius didn’t interpret this momentary lapse as the beginning of an all-out assault.

In this, he was too late.

Because Octavius was among them.

Still lugging his hostages, a young man and young woman who both wore the shell-shocked expressions of people enjoying a premature glimpse of hell, Octavius had used his tentacles to descend the side of the building in two giant strides. He landed in the center of the street in the middle of the cops, as if to demonstrate how little he was intimidated by their bullets. Supported by two tentacles, he swept the one clutching his male hostage

across the street tripping up seven officers with a single move. He used the end of the tentacle clutching his female hostage to tear off the front hood of a squad car, fling it aside, rip out the engine block, and hurl it through a nearby wall. He grabbed a young policewoman by the collar and used her as a missile against another bunch of cops at that point mostly interested in getting out of his way. He even lashed at Scibelli, who was knocked to the snowy sidewalk from the most glancing of blows. Octavius shouted, "You think you can defeat Octavius with bullets? With bullets?"

At which point answering in affirmative, the front of the Doctor's suit shredded from several shots to the abdomen.

They made metallic sounds when they hit, as did the ones stopped by his whirling tentacles.

"Hold your fire!" Scibelli shouted, in a voice that carried despite his failure to use his megaphone. "You'll shred the hostages with the ricochets!"

Most of his people listened. Most.

Predictably, since he'd already screwed up big-time today, Kranz was one of the ones who didn't. He probably wanted to redeem himself by being the one who brought down Doctor Octopus. Either that, or he was just too scared to think straight.

Or, for that matter, to shoot straight.

The round raised a cloud of brick dust on the outer wall of the paper warehouse, well away away from where Octavius happened to be rampaging at the time. It did, however, gain the not-so-good Doctor's attention. Snarling, shouting something about demanding the respect that a man of his intellect deserved, Octavius whirled and descended upon the hapless rookie. Kranz did not have the time to scream before he was grabbed by both tentacles and lifted into the air.

He'll be torn to pieces. Scibelli thought Ignoring his own order, he leveled his service revolver.

But Octavius merely stuffed Kranz through the driver's-side window of a squad car, took a step back, and with one of his whirling tentacles (the one already imprisoning his female hostage), lifted the car high in the air. He

held it on its side, shaking it violently, the terrified Kranz bouncing up and down on the seat holding on to the steering wheel for dear life.

Then Octavius froze. Scanned the rooftops in the distance. And, distressingly, smiled.

“Well, well, well,” he said. “This is just too perfect.”

Gerard groaned. Kranz screamed and begged. The tentacles of Dr. Octopus loosened just enough for the stunned hostages to fall to the pavement As members of the SWAT team scrambled in and pulled those hostages to relative safety, Dr. Octopus laughed, drew back, and hurled the police car as hard as only he could.

Despite the hysterical entreaties of the poor officer inside, it was still rising as it sailed past the next intersection.

By then it was five stories above the pavement.

And carrying not one. but two passengers.



Chapter Ten



:23 AM.

The crisis on the Brooklyn Bridge had not appreciably changed. The Bridge was still cut off by the blinding coruscating energy that burned at both ends. Lightning still raced up and down the girders. The cars and buses trapped on the span were still immobile, Electro still paced the East Tower in a ball of light and the young blonde woman in the miniskirt still plummeted from the West Tower, again and again, each time almost hitting the water before flickering, disappearing, and reappearing at the apex of her plunge.

The municipal and SAFE response had been massive. Acting on the assumption that if Electro did blow up the bridge, nothing nearby would be safe from the inevitable wave of collateral damage, the police had closed off many nearby thoroughfares, including the FDR Drive and the Manhattan Bridge, to all but emergency vehicles. As they had also closed that section of the East River to all but police cruisers, this was a quadruple whammy that wreaked havoc on traffic patterns and basic services in two boroughs. The police had also deployed long-range snipers atop several of the major skyscrapers that lined the Manhattan waterfront southwest of the bridge. SAFE, which had been handed procedural jurisdiction, had used helicopters to fly in a modular command center, about the size of a house trailer, and secure it to the Manhattan-side tower of the Manhattan bridge; the command center, staffed with techs and equipped with millions of dollars worth of state-of-the-art sensor and surveillance, was keeping a constant watch on Electro and the massive energy barriers he'd used to turn the Brooklyn Bridge into a cage.

Doug Deeley was piloting one of the three SAFE aircars flying constant half-mile circles around the bridge. It was a “flying ashtray” model—essentially a floating convertible, powered by Helicarrier technology, with sides tall enough to come up to a standing passenger’s waist. There was no hood, side windows, or windshield, leaving the entire vehicle open to the air, but the passengers within were still protected by an invisible ionic shield that spared its passengers what would have been debilitating wind and cold. The temperature inside, thanks to Colonel Morgan’s preferences, was actually uncomfortably warm. But that didn’t stop Deeley from experiencing a chill as he surveyed the macabre death scene being played again and again far below. He muttered to himself: “Gwen Stacy. Murdered by the Green Goblin, as Spider-Man tried to save her.”

Colonel Sean Morgan, currently biting his lower lip almost but not quite hard enough to draw blood, shot his subordinate a harsh look. “I’m aware of that. It is the reason Electro chose this site, after all.”

“I know, sir.” Deeley spoke mildly, with no trace of defensiveness. “I’m reminding myself, not you. That hologram’s so realistic that every time she falls I have to restrain myself from breaking formation to rescue her.”

Morgan nodded. He felt the same way; it was such a clear, vivid, powerful image of a doomed innocent that his awareness she had passed into the realm of history didn’t prevent him from wishing the same. He didn’t need a major investigation to know that Mysterio must have been involved in its creation. What he did want to know is why that was ringing alarm bells up and down his spine.

Morgan’s ear mike buzzed. He tapped his throat. “Morgan here. Talk to me.”

“Palminetti here, sir.” One of SAFE’S best tactical planners, the quadriplegic Vince Palminetti could probably figure out a way to bust into Heaven without any of the angels noticing. He commanded the techs at the modular command center. “I’ve run the analysis.”

“So? Talk to me.”

“First off, our instruments indicate that Dillon is not bluffing about the electrical field surrounding the bridge. It’s enough to power twenty .square blocks, and potentially deadly if he decides to use it for anything other than

hostage containment. It not only blocks the Manhattan and Brooklyn sides, and lateral access, but also—we've confirmed this—the narrow gap between the eastbound and westbound spans. Secondly, any aerial approach will probably result in Electro taking retaliatory action directly against his hostages, probably by firing explosive energy bolts at the automobiles. Assuming we obtain a shooting solution and succeed in taking him down within, conservatively, ten seconds of entering his airspace, he will still have time to explode both buses and at least four of the cars. Civilian casualties will run between eighty and a hundred, with approximately two more for each additional second we need to take him out."

Morgan closed his eyes, trying to remember the last time a Palminetti Casualty Estimate had been off by more than ten percent. It had involved a certain terrorist stronghold, and a cache of nerve gas nobody had known about. He said: "What about a frontal assault on foot? Breaching the energy barriers in insulated suits?"

"Numbers would be roughly the same, except that we'd shift approximately half the casualty list to our own people."

Still unacceptable. Morgan grimaced. "All right Third option. A marine approach. We deploy elite forces via submersibles. surfacing directly under the bridge where the span itself can shield us from view. We climb up the supports and anchor ourselves on the underside of the roadway."

"No problem there. It would take maybe twenty minutes to get that many people into position. The main hitch is that Electro's patrolling the air in small circles and is bound to notice any attempt to climb up and over."

"Not if we set shaped explosives beneath the pedestrian walkways. Worst comes to worst, we distract Electro with our aerial maneuvers, then blast our way up from below, and take him out from a distance before he can realize he's being attacked on two fronts. Will that work?"

There was a moment of stunned silence. Morgan didn't need to see Palminetti to see his expression; it must have been nearly identical to the aghast stare on Deeley's.

After a moment, Palminetti said: "You'd need several simultaneous points of entry, to provide a crossfire for any possible Electro position. Each one would require an explosion large enough to blow a wide-open hole in

the bottom of a major suspension bridge. The brunt of the debris would be absorbed by the nearest automobiles, shattering the windows and therefore injuring or possibly killing some of the civilians we're trying to save. In addition, the explosions would all have to be positioned near the sides of the bridge, to avoid coming up under a vehicle... so we'd have to be absolutely accurate in calculating the force of our charge, or risk serious or fatal damage to the support cables. If we made a sufficiently serious mistake, we could conceivably lose the entire structure and everybody on it—with the certain exception of Electro himself, who can fry."

Morgan nodded. "What are the chances of such a screw-up?"

"Well, we do have state-of-the-art demolitions people, but it's an old bridge, and with all the unknown factors... I'd say up to one percent."

"And if the odds pan out? If we do place the explosives properly?"

Palminetti considered that at great length. Over at the Brooklyn Bridge, the glowing figure of Electro flew circles around both towers, while the hologram of Gwen Stacy fell to her death, only to reappear and fall, reappear and fall. After a long time, Palminetti spoke again, an unmistakable reluctance coloring his voice. "We would lose between one and two dozen civilians just blasting through and getting into position. We would also almost certainly succeed in taking out Electro on our first volley. According to all the standard rules of the game... that's acceptable breakage."

Morgan felt like he'd swallowed a burning stone. He knew the concept of acceptable breakage and understood that there were some situations where it had absolute tactical validity. He also knew that the bland words hid a legacy of dead innocents, ruined lives, grieving families, and a historical verdict that would no doubt brand him as an uncaring, out-of-control martinet at least as guilty as Electro himself.

Still: less than two dozen lives. Against up to a hundred, by any other method... and maybe as many as three hundred, if Electro went for the hostages before Morgan could get his people into position.

And Spider-Man might not be back in time to make a difference.

Deeley saw the shift in his facial expression and said: "You're not going to do this."

“Yes,” Morgan said, with infinite regret, “I am.” He tapped his throat mike again, and began to give orders.

:25 A.M.

Trapped in the hurtling squad car, as it sailed upward into the sky, gripping the steering wheel for dear life, rookie cop Steve Kranz knew that he was going to die. He knew this with such absolute certainty that everything else he’d ever said or done in his life had contracted to that one pitiless, indivisible thought. It repeated itself with a lightning rapidity that almost but not quite kept pace with the constantly changing view through the windshield: *I’m going to die (street) I’m going to die (sky) I’m going to die (street) I’m going to die (sky) Ohmigod please please please I don’t wanna dieeeee...*

The squad car somersaulted over the city streets forever. Hours. Days. Lifetimes.

Maybe, a couple of seconds. If that.

Then the entire interior of the car was swallowed by the sound of tearing metal, and Kranz almost died of sheer fright, believing that the fatal crash had come.

When a pair of red-gloved hands reached down and grabbed him under his arms, Kranz, still operating under the momentary assumption that he was dead, cried out horribly certain that he’d just been sent to The Other Place.

Then a blast of freezing wind hit him in the face, and he caught a glimpse of the hurtling squad car, now far below him, plunging toward an empty lot. Only the sight of the car informed him that he was no longer inside it. The roof of the vehicle had been peeled back, like the lid of a can of sardines: he could look right down into the empty driver’s seat and see a tumbling clipboard which was following the car toward its crash landing, like a puppy insistent on following its master toward the end. The perspective made no sense to Kranz, especially since he was actually gaining altitude. He heard a strange, unidentifiable sound (*thwip*), felt a painful spinal realignment as his own trajectory abruptly altered to a more lateral course, saw the wall of an office building passing by uncomfortably close, and only then, registered that somebody was carrying him.

“D-daredevil?” he ventured.

The answer was wry: “That does it I have *got* to print up some business cards.”

A blessedly solid, unmoving rooftop, covered with a light dusting of snow, appeared beneath his feet Released, Kranz sank to his knees, glanced at his rescuer, and said, “S-spider-Man.”

“That without the stutter, is me. Are you okay?”

Kranz thought of having to face Captain Scibelli later, and decided he wasn’t But he nodded anyway. “Yeah. Th-thanks. You’re going to go after Octavius now, right?”

“That’s the plan,” Spider-Man said.

“Get him good, okay? Just-get him.”

“Well,” Spider-Man said, “since you asked...”

Kranz did not see him go. There was no moment of transition, no place to mark the borderland between Spider-Man being there and Spider-Man being gone. There was just his own determination to go into a safer line of work.

:26 AM.

The two men had warred as often as some hostile nations—from the early days of their mutual careers, through all the many years that followed, forging a special kind of adversarial relationship that went beyond fear, beyond hatred, and beyond the mere tally of their respective triumphs and defeats. It would have been too facile to call them twisted doppelgangers, or even assume that they each fully understood the other. But they did know each other, in the way of stage actors who have been playing the same script so long that it was no longer a drama but a frequently-performed dance.

Dr. Octopus scrambled up the side of the office building and rushed to attack Spider-Man head-on. Two of his tentacles carried him, two probed the air ahead like hungry snakes sensing an invisible mouse. There was nothing clumsy or mechanical in the way they moved; they were too sinuous to be machines, too liquid to be snakes. They were alive, and they were part of him.

When Spider-Man attempted to leap through the questing tentacles to reach the vulnerable man at their center, they had absolutely no difficulty batting him aside, slamming into his chest and hurling him against the nearest brick wall.

The reeling Spider-Man was only barely able to leap out of the way a fraction of a second before another tentacle, hurtling downward with the speed of thought shattered that section of wall into wreckage. Octopus crowed: "I have been looking forward to this, Spider-Man! I always wanted to tear you limb-from-limb at the site of your greatest failure!"

Spider-Man leaped and somersaulted from one section of rooftop to another, barely avoiding the smashing tentacles that came down like hammer blows. "Really? Gee! Maybe you oughta get out more!" A tentacle curled around him to cut off a planned leap. "No, sorry! Strike that! You get out more than enough as it is!"

"Keep running your mouth, web-slinger! It only reminds me how much I hate you!"

"Really?" Spider-Man asked, as he was once again knocked back. "Seems to me you were remembering that pretty good even without my help!" He corkscrewed into the air, contorted, and fired twin web-lines: one behind his back, and one (when he was bent almost completely double) between his knees. They both impacted against Ock's adamantium tentacles, and they both slid off without achieving any adhesion whatsoever.

"My latest masterstroke!" Ock crowed. "An experimental chemical coating which repels all adhesives! Your pathetic weblines won't stick there anymore!"

"Big deal! I'm supposed to be impressed by a new use for PAM?"

Spider-Man was struck again, this time a glancing blow against the side of his head. The impact was hard enough to be paralyzingly painful, and he moved a little less gracefully when he leaped over a narrow side-street to another rooftop. He was running away because he already needed time to recover, but the retreat didn't help much, since Dr. Octopus was able to scramble down the side of the first building, take two giant steps across the street and ascend the second building in less than five seconds.

Keeping on the move, dodging one tentacle attack after another, but unable to get past them to the vulnerable man beyond, Spider-Man cried: “Isn’t this a bit of a comedown for you, anyway? The internationally feared terrorist, and would-be world conqueror, regressing to what he used to be? A neighborhood bully with a grudge?”

“There will be time enough for conquering —when you are dead!”

“I don’t believe you, Ockie! You always have one eye on the big picture! Why are you suddenly working for somebody like the Gentleman? What are you really after?”

Doctor Octopus laughed cruelly. “As always, webslinger, my agenda is my own! The Gentleman will find that out soon enough! As will you!”

As Spider-Man attempted another leap past the whirling tentacles, one looped around from behind and grabbed him. The pincers bit deep into his upper arm, drawing blood. Spider-Man wrested himself free only by sacrificing a chunk of flesh. Another tentacle came around and grabbed for his neck. Still dizzy from the blow to the head, Spider-Man dropped to the rooftop and scuttled away, rolling, twisting, somersaulting, and jumping, but completely unable to stay more than a fraction of a second ahead of the adamantium death machines. Then three of them slammed against the floor on both sides of him, shattering the rooftop. Spider-Man tumbled into the darkness, and Doctor Octopus followed.

10:37 A.M.

Though the battle had moved inside one of the evacuated office buildings across the street from the one Octavius had originally seized, out of sight of any of the police officers at street level, nobody had any difficulty determining that it was still in progress. Not only were the smashing and crashing noises emanating from the building in question loud enough to be heard by everybody within a two block radius, but the effects of the battle announced themselves in the manner that dust and furniture and other debris kept sailing from shattered windows. This went on for minutes on end, so long it seemed eternal.

Observing from another nearby rooftop, Billy Walters watched the embattled structure through field glasses while Betty Brant used her cellular phone to relay the blow-by-blow to the *Bugle*. The chilly air up here made

puffs of vapor burst from his lips to accentuate every word. “Another bunch of SWAT guys-ten, I think-just ran into the building where Ock has the hostages.”

“What are they carrying?” Betty wanted to know.

“I make flak gear, bolt cutters, and blast shields.” He hesitated. “Bomb squad. You think Ock has the door to that storeroom wired?”

“I wouldn’t put it past him,” Betty said. “You see a whole bunch of people come running out of there in a hurry, get down and cover your face. I guarantee you, he’s not the kind to go in for controlled explosions.” She relayed this latest information to Ulrich for rewrite, winced as a particularly huge cloud of plaster dust billowed from the shattered windows of the building now under siege, remembered that awful day years before when she’d been the madman’s prisoner, and silently gave thanks to Spider-Man for luring the madman away from the hostages.

As if on cue, Billy Walters inhaled suddenly. “Oh, man. Like, tell me this isn’t happening. You still got your cell phone?”

“What’s wrong?”

The name of that cop in charge down there. “You said you recognized him?”

“Sure,” Betty said. “It’s Anthony Scibelli. What about him?” “We have to call and warn him. I just spotted something.”

:42 AM.

The interior of the unfortunate building where Spider-Man and Dr. Octopus had taken their battle was now a maze of shattered floors, cratered walls, splintered furniture, and sparking light fixtures. The cross-draft created by newly created ventilation in all four of its outer walls had stirred up reams of paper liberated by a shattered filing cabinet; the hallway where they now fought was a blizzard of documents and invoices, filling the space between the two men as they hurled endless blows at each other.

The fight was not going well for Spider-Man. Already battered and bruised from his roller-coaster ride with the Vulture, he’d been struck more than a dozen additional serious blows during this fight, including not only the previous one to the head but two more to the ribs that had left a constant

throbbing pain in his side; he'd clipped Ock maybe twice, each time only a glancing blow that did nothing more than leave the man gasping for breath. It was the most difficult factor, fighting Octopus: his arms protected him too well.

There was another factor, too: fatigue. Spider-Man didn't get tired easily, but he'd just experienced almost twenty minutes of constant frenetic effort, at his peak level of performance, and he desperately needed a breather. Ock, on the other hand, was fresh as a daisy—if dusty from plaster and other debris. He wasn't even winded. After all, it was not actually his body getting all this exercise. His tentacles were extensions of him, but they were not him. Creatures of metal and not flesh and blood, they could fight on forever, without requiring any caloric input from the man whose orders they obeyed. The longer this fight went on, the greater the advantage Ock enjoyed—and Ock knew it. The madman crowed at him: "You're slowing, wall-crawler! Getting sloppy! Before long you'll make a fatal mistake, and I'll be able to rip your still-beating heart from your chest!"

"As long as you don't take the spleen!" Spider-Man cried. "Venom keeps telling me he gets first dibs on that!" He flung a mahogany desk which Octopus shattered to splinters, decided that the closed quarters had lived out their allure, and dove through a double-helix of questing tentacles out a window leading to the alley.

The entire side wall of the building shattered behind him as Doctor Octopus followed close in pursuit. Too close for the Doctor's own good: alighting on the opposite side of the alley, Spider-Man had ripped a six-story fire escape from its moorings and swung it like a club.

Startled, Doctor Octopus shielded himself with three of his tentacles, easily saving his vulnerable human body from the full force of the blow... but the impact was still enough to shatter the section of wall where he'd anchored himself, and send him tumbling toward the pavement in a shower of wreckage.

Meanwhile, Captain Scibelli was daring himself to believe that things were going well.

He had just gotten a report that the bomb squad and SWAT team had succeeded in breaking into the storeroom where Dr. Octopus had barricaded

his prisoners. As surmised, Octopus had wired the door to that room with a firebomb powerful enough to vaporize everything and anybody unlucky enough to be in the building; the bomb squad had bypassed the bomb by breaking through a rear wall. They were now in the act of leading the hostages out an emergency exit, an operation which would take several minutes thanks to the shambles Octopus had made of the interior.

Everything would be okay as long as Spider-Man kept Octopus away from the rescue. And as long as there were no other developments to complicate things.

He winced at the thought, realizing that it was the sort of sentiment that tempted fate.

Lieutenant Gerard said, "Sir."

Scibelli said. "What?"

Gerard extended the radio. "The dispatcher's patching through a 911 call from somebody on the block. It sounds like you ought to hear this."

"Somebody on the block? But we evacuated!"

"Take the radio, sir."

Scibelli took it, covering his other ear to filter out the crashing and smashing sounds that would otherwise make a sensible conversation impossible. "Captain Scibelli here. What's the problem?"

It was the voice of a young woman: "Captain, my name's Betty Brant I'm a reporter from the *Daily Bugle*, and I'm calling you from a rooftop less than fifty yards southeast of your position."

Startled, Scibelli scanned the skyline until he saw two young people, a man and a woman, frantically waving from a rooftop down the street. "Get the hell out of there!" he shouted angrily. "Don't you know this whole neighborhood's in the line of fire?—Phil, get somebody up there to—"

"Captain, listen to me. Please. This is an emergency."

Scibelli, who like many cops possessed a keen dislike of journalists and reporters, heard something urgent in the woman's voice, and shut up immediately. "Go ahead."

"You've all been so busy watching the rooftops that you haven't been paying attention to anything that's been going on at street level. And my

associate here,” (the distant man waved, a little too jauntily), “just spotted a young boy, approximately ten years old, sneak past all your people, and cut into the alley just east of your position. From where we sit, he’s still visible hiding behind the dumpster. My guess is he’s hoping to see some of the fight. You have to get him out of there before—”

By the time she finished the sentence, Scibelli had started to run.

At the same time, batted off the side of the building by the tremendous weight of the fire escape, Dr. Octopus was still able to catch himself within a fraction of a second. He accomplished this minor miracle by extending his tentacles against the alley wall and using them to brake his fall... but the maneuver rendered him temporarily unable to protect himself from the rest of the falling debris. A hail of bricks slammed against his chest and forehead. None hit quite hard enough to knock him out but he was left dizzied and stunned. Gasping, aware of the blood spurting from a fresh gash over his right eye, he snarled: “Blast you, webslinger! You’ll pay for that!”

Spider-Man, leaping down at him, said: “Oh, I’m so sorry to hear that. And we were such close friends up ‘til now!”

Dr. Octopus batted Spider-Man aside with a casual swipe of a tentacle. “Jokes! Jokes! It’s always jokes with you, isn’t it? Well, I have a better idea!”

By the time Spider-Man recovered enough to follow him again, Octopus had descended all the way to the alley floor. His tentacles, operating at full extension, easily carried him over the heads of the police officers taking potshots at him as he headed back to the building where he’d left his hostages. Although several of their rounds impacted against his shielded midsection, further shredding his white suit, he didn’t seem to notice them at all: they were just irrelevancies, beneath the notice of a man incapable of allowing anything to stand between him and his chosen goal.

Spider-Man traveled the same distance in two great leaps, slowed down only by the necessity of evading some of the police fire himself. He had no way of knowing whether the rounds were stray fire, intended for Octopus, or deliberately aimed reflections of the NYPD’s official policy regarding his own humble self. And he didn’t care. He had the terrible idea he knew what Ock was up to, and he needed to reach that rooftop first.

Climbing toward the roof, Octopus cried: “Remember this building, Spider-Man? I remember it well— because it was the few places I ever got you to stop making those inane witticisms! I should have learned my lesson then! Because if it takes the deaths of innocents to shut you up-then innocent deaths is what you’ll have!”

Octopus punctuated this threat by using two of his tentacles to smash six-foot chunks of wall from the building; separating into pieces as they fell, the debris sailed across the street and impacted against the police position, shattering prowler windshields and sending helpless cops running for cover.

“Ock—” Spider-Man said, his voice a warning.

“You still don’t get it?” Octopus crowed, his tentacles closing around a familiar cornice-stone—a replacement for the one that, years before, had toppled to the street and crushed Captain George Stacy to death. “The hostages inside were just bait, to get you here! I came here as part of our Day of Terror, to commemorate the death of Captain Stacy—by toppling this entire building onto the police positions below! “The street’s far too narrow for them to run for cover! I can take out dozens of his law-enforcement colleagues, with you helpless to save them, exactly as before!”

As if in punctuation, he smashed the cornice and flung it toward the street.

And exactly as he had all those years before, Spider-Man darted toward the edge and shouted “No!”, only to see the debris falling directly toward a young boy who’d wandered into the line of fire.

Watching from their vantage point down the street, both Betty Brant and Billy Walters could only gasp in horror.

The boy had evaded Captain Scibelli by shimmying through the narrow space between the dumpster and the wall. Running from the middle-aged cop, considering it a game, he’d emerged onto the street before Scibelli could realize what was doing... and had stopped to stare at the battle just as Octopus sent a hurtling cloud of debris raining toward him.

The kid saw his death approaching and froze in place, too scared to move.

In that same instant Scibelli emerged from the alley, saw the kid, saw what was happening, and ran to intercept.

It all took place in a heartbeat Neither Betty or Billy had time to say anything. But they both remembered how Captain Stacy had died. And if they could have expressed what was going through their minds in that moment they would have thought: *Oh, God. Please don't let this happen again.*

Captain Anthony Scibelli was not fast He'd never been fast not even as a rookie. Purse-snatchers and smash-and-grabbers had enjoyed a spectacular advantage, outrunning him; he'd watched so many recede in the distance, laughing at him, that only his genius at leadership had been able to salvage his career. And that was decades ago. These days, he didn't even jog. There was no way he'd ever be able to outrace something as primal as gravity.

But he'd been a friend of Captain Stacy.

And he remembered how Captain Stacy had died.

And he refused to let it happen again.

He focused on the back of that stupid kid's even stupider jacket, and he ran across a sidewalk growing dark with the shadows of the masonry toppling from up above, and he knew that there there was no chance on Earth he was going to survive this, not fighting history, not battling an inevitability, no, not at all, not even remotely.

His feet grew wings and he took the rest of the distance in one desperate leap, knocking the kid out of the way, impossibly tumbling to safety himself just as enough masonry to crush them both flat shattered to powder in the empty space behind them.

Doctor Octopus, peering over the side of the roof, sneered: "A disappointment I had hoped for history to repeat itself, But perhaps a more, ah, hand'son approach—"

His words were clearly a blatant attempt to make the wall-crawler angry, to fool him into forsaking all caution and attempting a suicidal frontal attack.

In that, they worked.

The results, however, were not precisely what Octopus had envisioned.

Because this time, as his tentacles looped around to deflect Spider-Man's inevitable outraged leap, Spider-Man merely twisted in midair, grabbed them both... and held them apart just long enough to deliver a vicious kick at the Doctor's chest.

For Octavius, the kick was a lot like what being hit by one of Ock's tentacles was like for Spider-Man, except that the flesh-and-blood part of Octopus had never been a fighter and was not able to take it.

He clutched at Spider-Man with all four tentacles and succeeded only in clutching empty air. "Impudent... fool! You... hurt... me..."

"Yeah, the Vulture said something like that, too! And like you, .he had the nerve to be surprised! And you say *I* don't get it?" Spider-Man fired a wide spray of webbing at a pile of fallen bricks, yanking it off the ground and hurling it at Octopus like a club. The package was smashed to debris as soon as it was deflected by the Doctor's whirling tentacles... but that was the whole point Brick shrapnel peppered the Doctor's face and chest. Dodging the blind, even desperate gropings of Ock's tentacles, dancing over and around and beneath them as if they were no impediment at all, Spider-Man shouted: "I'm not even begun hurting you, Doc Ock! I'm sick of dealing with you! I'm sick of you endangering people to get at me! No more jokes, no more rules! I'm going to deal with you the way I should have dealt with you years ago! I'm going to tear those arms of yours out by the roots!"

As he flailed away, barely evading Spider-Man's punches and kicks. Octopus managed to hold on to the ghost of his previous sneer. "You've... done that before, Spider-Man! I remember well... how much it hurt! But that's... why I changed the metallic makeup of my arms! They're... indestructible now! You can't do... anything to them!"

"You misunderstand me, chuckles. I'm not talking about your mechanical arms. Taking those away from you never did any good. This time I'm talking about the ones you were born with. You love your tentacles so much that this time I'm going to make sure they're the only arms you have!"

And with that, Spider-Man leaped straight through the cat's cradle of deadly thrashing adamantium, to the man at their heart: hurling a punch that

dislocated Dr. Octopus' shoulder with a sickening audible crack.

Octopus screamed.

Once again, he sent his tentacles after Spider-Man. And once again, by the time the pincers at their tips grasped at the place where Spider-Man had been, the web-slinger was somewhere else. Only, by now, it was not so much of a surprise, to either combatant; the adamantium tentacles, which had seemed so Unstoppable, had been reduced to clumsy, groping things, slowed by the desperate agony of the man who commanded them.

As for Spider-Man himself, pressing his attack, darting past that undulating barrier again and again and again, taunting Octopus with increasingly more graphic and creative descriptions of all the physical damage he was ready to inflict, he seemed to have suddenly become ten times the fighter he'd been mere minutes before. He was empowered by righteous anger, and thoroughly unstoppable.

An uninjured Octopus might have continued to fight anyway; this time he decided that discretion was the better part of valor, and launched himself off the roof, fleeing toward the street below. He landed on his feet, reared up and clubbed the pavement with all four tentacles at once. The shock wave was enough to send every cop in sight tumbling to the ground. It was also enough to send a twenty-foot section of sidewalk collapsing into the subway tunnel below.

"Oh, no you don't!" Spider-Man cried. He was racing down the side of the building several times faster than the fastest Olympic athlete can run.

Octopus used a tentacle to hurl an unoccupied cop car at Spider-Man. Spider-Man leaped away just in time to evade the vehicle before it smashed into the warehouse wall. He flipped, snagged a lamppost with a webline, and dropped to the street a fraction of a second after what was left of the car did. By which time Dr. Octopus had already disappeared into the subway tunnel. That didn't matter. Spider-Man was fully prepared to go after him, and finish this once and for all.

Whereupon his SAFE communicator crackled. "Spider-Man! Stop!"

Though the signal stopped him from pursuing Octopus, it was still several seconds before he got himself under enough control to tap his throat

mike and respond. His voice was breathless and ragged. “Deeley... you have got to get yourself a life, man.”

“This is the nineties, web-slinger. Who needs a life?”

“You were watching me, right?”

“We’ve tapped into the police blow-by-blow. I’ve got to give you credit, webs... I never thought this thing would go the distance.”

“And I wuv you too,” Spider-Man said, startling the cops who were just now beginning to approach him. There was a groan behind his voice; now that the adrenalin rush was fading, his head felt like it had been massaged with falling cinderblocks. His eyes were burning. Every bone in his body felt like it had just gone ten rounds with Tyson. There may have been a spot on his elbow that didn’t hurt, but he didn’t feel like probing it to push his luck. On top of everything else, his sudden inactivity made it possible for the cold to penetrate a costume now sopping-wet with perspiration; he had to suppress a shiver as he asked, “Why did you stop me from going after Ock?”

“There’s too much going on. Citywide, we have seven incidents of homeless men being beaten by citizens who suspected them of being the Chameleon. Unconfirmed sightings of the Vulture over Central Park and Mysterio at Madison Square Garden, both of which are being checked out by our people. And we still have this major situation at the bridge. We’re hoping you can get here before we have to go in ourselves; we’re pretty sure we can take out Electro, but not without a major fatality rate among the hostages.”

“Swell,” Spider-Man muttered. He thought about the way he’d so blithely declined Captain America’s offer of help. That had been a smart move, all right. The way things were going today, he would have welcomed assistance from Fabian Stankowicz.

He let Deeley know he was on the way, then tapped his throat mike, looked up, and made eye contact with Captain Anthony Scibelli, who had approached to within three feet of him. His own completely concealing mask couldn’t have been any more enigmatic than the blank, ambiguous look on the face of the captain. Scibelli may have been grateful, annoyed, angry, or just working up enough nerve to try to arrest him. After a moment,

Spider-Man decided that he must have been wrestling with all of those impulses at once—an ambivalence with which he sympathized.

Spider-Man said, “What time is it?”

The surprised Scibelli checked his watch. “Almost eleven.”

“Man oh man,” said Spider-Man, swaying a little as he aimed his web-shooter at the battered rooftops. “This is shaping up to be one hell of a stressful day.”

Scibelli grabbed him by the wrist. “You don’t actually think you’re going anywhere, do you?”

Spider-Man moaned. “Oh, come on. Captain. This is no time to play blame-the-web-slinger again.”

“I’m not,” Scibelli said. “I think you’ve done a good job. And I know you have to rush to the bridge. But I don’t think you’re ready to go fighting anybody else right now. Or aren’t you aware just how much you’re bleeding?”

Spider-Man just stared at him dumbly, not taking his meaning. Then he reached up with one hand, touched the cloth on the top of his hood, and felt something sticky and wet.

That clip Ock gave me across the temple, he thought No wonder my eyes are burning; I’m bleeding from the forehead.

He pushed Scibelli aside, intent on making for the rooftops anyway.

Then the darkness lingering at the edges of his vision swallowed him whole, and he pitched forward into the startled police captain’s arms.



Chapter Eleven



:04 A.M.

“We have an update!” shouted Jay Sein, whose switchboard was ringing off the hook. “Spider-Man has whupped the tar out of Dr. Octopus! Repeat, Spidey has whupped the tar out of Dr. Octopus! That leaves us with a second-inning score of Spidey 2, Sinister Six 0!”

Cosmo the K said: “An excellent early showing for the wall-crawler, with only minor civilian injuries. I will repeat our previous retraction, given at the top of the hour: Stephen Kranz, the police officer previously reported as murdered by Dr. Octopus, was in fact rescued—repeat, rescued—by Spider-Man, in a spectacular midair retrieval that’s going to go down in the record books as one of the most memorable of the webslinger’s career. We are still awaiting an official statement on the condition of the Doctor’s other hostages, but our sources at the NYPD have indicated a completely successful rescue operation. Let’s hope that’s true, Jay.”

“I hear you there, Coz. We can only hope that Spider-Man continues this remarkably successful early showing. In the meantime, we do have an incoming statement from the Mayor’s Commission on Super-Villain Activities, urging citizens in affected areas to remain indoors for the duration of the conflict. Those forced to evacuate are instructed to gather their immediate belongings and move swiftly and in an orderly manner to the nearest Paranormal Crisis Shelter. If you don’t know the location of your shelter, call your local precinct for an update. Do not use 911 for routine queries. We’ll be right back, with further developments, after this word.”

He inserted a cartridge and pressed play. Cosmo’s voice came on. “*Are you a homeowner in the city of New York? Have you experienced difficulty*

obtaining property insurance due to repeated damage by paranormal rampage? Then Timely Underwriters is the company for you! Timely offers reasonable rates, a minimal deductible, and expert consultation on villain-proofing your home!”

A woman’s voice interjected. *“My apartment building was leveled twice, once by the Hulk, and once by Count Nefaria when he fought the Avengers! Timely helped me get a fast, easy settlement, and paid for my motel accommodations while the landlord rebuilt! Thank you, Timely!”*

“The Juggernaut just walked right through my building,” another man said. *“We lost the entire east wall. Timely paid for renovations, and got them done quickly! Thank you. Timely!”*

A third voice said: *“You said it, brother! When the Hulk knocked the Rhino through my living room, I thought that was bad enough—but when the Hulk’s body came flying through the other way. I lost the kitchen and the laundry room too! Timely put me back on my feet again!”*

Cosmo the K returned, *“That’s Timely Underwriters, People. A necessity for living in the city of New York. Call 1 (800) FYTSCEN. That’s 1 (800) FYTSCEN. And tell them Cosmo the K sent you.”*

Removing the cartridge, Jay said, “Now, let’s go back to our all-day coverage of the Spider-Man/Sinister Six battle, starting with these words of friendly reassurance from the Manhattan Visitors and Convention Bureau...”

:07 A.M.

The most difficult thing about being a superhero’s wife was forcing yourself to pretend interest in your everyday activities. Errands, job interviews, the mundane or not-so-mundane problems of friends or coworkers, even simply walking down the street at a rate that projected normalcy instead of barely repressed panic, required a degree of acting skill that should have earned Mary Jane a hundred Oscars and about fifty Tonys every single day crises required her husband’s presence. But hiding her concern, extreme as it may have been, wasn’t always as difficult as just finding the strength to go on with her life.

Case in point: Upon the conclusion of her successful interview in which Mary Jane accepted the job, Dean Farnswell had urged Mary Jane to check

out an all-day acting seminar currently taking place in the Liberal Arts building. It was one of a special series of extracurricular workshops, using campus facilities currently shut down for winter break; though not officially affiliated with the college, but with a semiprofessional acting society incorporating many local members of the theatre community, it had been held on campus property for as long as ESU had possessed a Theatre Arts department. Attendance actually increased slightly during school vacations, thanks to students remaining on campus who figured it was as good a way to pass time as any. Farnswell believed Mary Jane might be able to observe a few hours of the seminar for some ideas on how to run her workshop.

It was not that bad an idea, actually. Of course, he couldn't possibly have known that at the moment with her husband busily swinging around town risking his life in mortal combat against murderers and megalomaniacs, Mary Jane couldn't think of many things she was less motivated to do. But since the only immediate alternative was going home to Queens and driving herself crazy with the TV coverage, she decided to take him up on the suggestion.

Her face fell when she walked into the back of a darkened auditorium filled with maybe fifty or sixty students, half of whom were lying on stage, crooning breathless noises at the rafters. Mary Jane, who had always regarded acting as 50% instinct, 40% empathy, and at most 10% technique, had never had harbored any sympathy for workshops like this that seemed to stress sheer lunatic insanity over any of the aforementioned ingredients; she'd attended more run by coaches capable of gulling their students into the belief that standing around in circles shouting, "Mwah!" at each other was an invaluable way to find one's center, whatever that was. She'd been to some that forced students to hop around like frogs, or carry each other around like suitcases, or sit totally motionless pretending they were rocks-only to stand up at the end of class and once again shout, "Mwah!" at each other for fifteen minutes. She'd spent a lot of good money attending such workshops, never once learning anything of any real substance, before realizing that the best way to learn how to act was to act; to practice every day, join amateur productions, and give performances to the mirror, being brutally frank with herself about what tricks worked and what tricks did not. She'd met several famous, talented, respected actors who swore by the silly

exercises of the “Mwah!” classes; she’d met just as many who’d confided that the greatest service that particular species of workshop provided was gathering together, and forever isolating, all the people capable of taking such *mishegos* seriously.

Either way, given everything else she had to worry about today, she decided that pretending polite interest was more than she’d be willing to handle. She almost turned around and walked out—but then she spotted somebody she knew, waving at her from the fifth row.

Matt Gordon had orange hair with purple streaks, a stud through his tongue, three hoops in each ear, enough rings on his eyebrows to hold together a loose-leaf notebook, and bright blue tattoo flames flaring up his neck and around the edges of his jaw. Despite years of pounding the pavement, and a formidable acting talent he had never succeeded in fulfilling his lifelong dream of getting cast in Sondheim musicals. He had only worked a couple of times, mostly playing Thug Two or Thug Three in movies about kung fu heroes; Mary Jane’s character Emma Steele had knocked him through a plate-glass window in FATAL ACTION III. She waved, hurried down the aisle, and made her way to a seat directly behind him. “How’s it going?” she whispered.

“Fine!” He whispered back. “Got a callback for a new Broadway musical about Emile Zola! You know, the 19th-century novelist?”

“*J’accuse*, right?”

“Right! I’m up for the part of the accused spy, Alfred Dreyfuss! I think I got a lock!”

Mary Jane tried to picture Matt playing a prig of 19th-century French military officer sent to Devil’s Island on trumped-up charges. It was certainly creative casting. She whispered: “Good luck! I hope you get it!”

The short girl sitting next to Matt was Fern Rosen, another face Mary Jane knew from multiple auditions; she had golden blonde hair, eyes so pale that the irises were almost indistinguishable from the whites, and an ethereal voice that cultivated the impression she was constantly in danger of running out of breath before she reached the end of her next sentence. The combination virtually ensured instant typecasting as a dumb bimbo—which is why she deserved credit for always wanting to hold out for something

better. Her eyes brightened as she noticed Mary Jane. “Midge!” she cried, demonstrating her unfortunate tendency to burden her friends with cute nicknames. “How are you? I read about that Mysterio thing in the *Bugle*. Nice going!”

“Thanks!” Mary Jane whispered back, “but I wasn’t exactly trying for publicity! It just happened!”

Up on stage, ten students were standing in two rows, their backs to each other, chanting “Why? *Why?* WHY? *WHY?* WHY?” as the teacher, a muscular crewcut blond man in yellow turtleneck and blue jeans, walked around them in circles, evaluating their respective performances, praising this one or that one for their centeredness. At one point he stopped before a track star Mary Jane vaguely recognized, whose biggest sin was difficulty maintaining a straight face, and snapped at him sharply. The track star immediately changed the tempo of his whys. Mary Jane didn’t see the point of this, of course, despite the fact that *why* seemed as appropriate a word as any.

Matt indicated the instructor. “That’s Claudio Guzman. He’s a genius. I can’t tell you how much I’ve learned since he took over this class!”

“*That’s* Guzman?” Mary Jane couldn’t believe it; this may have been the first time she’d laid eyes on the man, but she’d heard nothing but good things about Guzman, a classically-trained actor whose recent performance of Iago had supposedly been the only worthwhile element of a wildly uneven off-off-off Broadway production of *Othello*. He was supposed to be an excellent actor and an absolutely first-rate acting teacher. She wondered, for a moment if she’d misjudged the importance of Mwaaaah exercises; if somebody like Guzman endorsed them, then perhaps they had merit after all... even if they’d never worked for her.

She watched him more closely, searching for some, you should only excuse the expression, method to his madness... but finding nothing but pretentiousness and silliness. When Guzman led all the actors participating in the exercise in a synchronized bunny-hop from stage left to stage right she had to fight hard to suppress an appalled giggle. She whispered to Matt: “Is he always like this?”

Fern answered instead, “Naaah. This is the wackiest and wildest he’s been in some time. He does some experimental stuff, just to loosen things up, but it’s mostly emphasis on body language and line readings, with some technical info on regional accents.”

In other words, Mary Jane noted, revising her opinion of Guzman up yet another notch, precisely the skills that most beginning actors needed. She leaned back in her seat forcing herself to keep an open mind as much as she would have preferred to do otherwise. After all, she wasn’t a great actress, merely a capable one; maybe she didn’t have the right to cop such an attitude. Maybe there was something she could learn here.

Up on stage, the various students completed their frenzied hopping. Guzman directed them to applaud themselves—which they did, with both enthusiasm and sustained whooping—then asked them to take their seats in the audience again. When everybody was seated, he took a spot at stage center and said: “*Whoo*. Thank you, everybody. That was new and different. Those of you who find such exercises silly and pointless should be apprised that this is precisely the point; as working actors, much of what you’ll be called upon to do will be silly and pointless, from treating certain brands of toothpaste as if they’re mankind’s most important achievement, to reciting dialogue that sometimes may not resemble anything any human being has ever said to another human being outside of some sticky-floor mall cinepiex. If any of you ever succeed in building a career more substantial than something to call yourself when you’re waiting on tables, you’ll learn that silly and pointless exercises like the one you just witnessed are so much a part of this profession, these days, that ‘meaningful’ and ‘relevant’ should be treated as an aberration instead of the rule. The trick is to build the skills that permit you to perform even the silly and pointless with absolute conviction—so that you may, in time, have the chance of possibly adding something meaningful and relevant to your resume.” He paused meaningfully, then scanned the auditorium (giving Mary Jane the spooky feeling that he’d known exactly what she’d been thinking, and therefore directed his comments, and his gaze, at her), and said, “That established, we have another hour before lunch, and therefore enough time for a somewhat more substantial exercise. This one is designed to build your

improvisational skill, and will involve a little field trip to another part of the campus. You'll need to put on your coats."

"Oh, poo," Fern said, amid the buzz of dozens of acting students scrambling to get into their boots and goose-down jackets. "I hate cold."

Matt was already putting on his gloves and zipping into a heavy leather jacket dangling enough chains to restrain a fifty-foot ape recently captured on Monster Island. "Not me, babe. I used to be into cross-country skiing. C'mon, it'll be fun."

Mary Jane, who hadn't ever gotten around to taking off her own coat, knew only that the butterflies in her belly had returned; she naturally attributed this to leftover concern for her husband, who was probably well into the thick of things right now. It didn't occur to her that she might be, too... or that the butterflies might be an early manifestation of the sixth-sense that comes from being taken hostage more frequently than most people order out for pizza. It was not spider-sense, like Peter's. But it was something almost as reliable. It was the being-married-to-the-guy-with-spider-sense sense.

Too bad Mary Jane wouldn't realize until too late what it was.

:25 AM.

The janitorial closet was kept locked when not in use, mostly because students liked to raid it for cleaning supplies they could use to keep their dorm rooms, if not as pristine as their parents would have liked, then at least within an acceptable degree of filth. The janitor assigned to this particular building wouldn't be back on-campus until early this evening, which meant that the darkness within would remain undisturbed until several hours after the Sinister Six's commemorative Day of Terror. The air in there smelled vaguely of soap, disinfectant, and ammonia...

... and fear.

The source of this last odor lay in a rear corner, beneath a utility sink, partially hidden by a yellow bucket on casters; though fully conscious, and largely unharmed but for a nasty bump at the base of his skull, he wasn't about to go anywhere in a hurry, since his arms were handcuffed to the drain pipe behind his back, and his legs had been chained together at the ankles, after first forced to straddle the heavy bucket on rollers. The bucket

had been filled to the brim with sealed cans of cleansing powder, to ensure that the man would not have the strength or the leverage to bang it around and thus summon help; though his captors had resisted blindfolding him, probably on the grounds that the lights were going to be out in the closet anyway, the lower half of his face, including his mouth, had still been prudently sealed off with duct tape.

The man's name was Claudio Guzman.

And despite his familiarity with The Method, Motivation was not currently one of his problems. He had plenty of Motivation. He had Motivation coming out his ears.

What he didn't have was the ability to do anything about it.

Colonel Sean Morgan stood at the head of a SAFE aircar hovering twenty yards above the water a couple of blocks north of the Brooklyn Bridge, and monitored the deployment through enhanced long-range binoculars. His people had acted with all the efficiency and professionalism he demanded; inserted with submersibles, they'd climbed the support towers in seconds, and massed in place along the girders on the underside of the bridge. The demolitions crew, targeting a closed lane, had set shaped charges at three separate locations; they now needed only his green light to break through and assault Electro from three separate vantage points.

"Take us back up," he told Deeley.

Deeley piloted the aircar upward, rejoining the formation of other SAFE aircars circling the bridge. Nothing had changed. The span was still ablaze with arcs of paranormally-induced electricity; their master Electro was still flying around above the tower on the Manhattan-side, firing random bolts of ball lightning for emphasis; the repeating hologram of the doomed Gwen Stacy was still tumbling again and again from the tower on the Queens side. If there'd been a change at all, it was a rapid increase in the number of news-media helicopters filming the standoff at a discreet distance. An unworthy part of Sean Morgan wished that one of those helicopters would fly closer than was strictly safe; he was too much of a professional to want anybody to die, but it would be nice for an unplanned dunking in the east river to teach those reporters the value of keeping their distance.

Deeley said, “Our forces have been holding for more than half an hour, sir. The longer we delay the greater the chances of Electro noticing them.”

“I know,” Morgan said. “Tell them to keep holding. Where’s the web-slinger?”

“Latest word from NYPD,” Deeley said, “is that he’s being treated by paramedics. Nobody’s willing to hazard any guesses about his condition. Meanwhile, the hostages—”

“I know,” Morgan said. “The longer they were left unattended, the greater the chances that panic or stress could start taking a toll. If their number included any senior citizens with heart conditions, or people who needed specialized medication in order to stay alive, the wait alone could prove deadly. That, alone, was enough to argue against further delays. But there were other things to consider. This stinks like day-old fish.”

“The entire situation does, Colonel, What specifically do you have in mind?”

“Him.” Morgan pointed at the distant, glowing figure of Electro. “All this waiting. You haven’t spent as much time around these long-underwear types as I have, so you might not have noticed—but hero or villain, they all seem to have the same thing in common: namely, the attention span of two-year-olds. They all want confrontation now, not later.”

“That’s not really fair to Spider-Man. Or Captain America. Or any of the others I’ve—”

“All right, all right. Give them credit for another couple of years of maturity. But the point’s still valid. They’re not folks known for their patience. And Electro’s pretty hyperactive even by their standards. He’s strictly instant gratification. It doesn’t make sense for him to just float there for this much time, calmly waiting for the wall-crawler to show up; the Electro in my dossier would have started blowing up things an hour ago, no matter what the plan was. Whatever else is going on here, we’re missing something.”

“I’ve been getting that feeling myself,” Deeley admitted. “Unfortunately, that still puts our people at risk.”

Morgan wavered for less than a second before turning several degrees additionally grim, tapping his throat mike and barking: “Get Palminetti

back on the line!”

11:37 A.M.

Empire State University’s Maria Stark Memorial Stadium is surprisingly spacious for a college in the middle of New York City; more than just the muddy field and rickety set of retractable bleachers that the crowded local real estate would lead any reasonable university in its position to expect it’s an honest-to-god permanent sports complex,

with enough seats for several thousand spectators. There are concessions, locker rooms for both teams, vast underground storage space, and even a broadcast booth emblazoned with the call letters of ESU’s low-wattage campus radio station.

For insurance reasons, the stadium was usually kept locked behind gates when not in use. That didn’t seem to bother Claudio Guzman, who used a key to unlock the stadium doors behind the box office. He ushered his forty chattering students inside, walked them down the stairs to the field entrance, then brought them out onto the field and gathered them together on the fifty yard line.

“It’s cold,” Fern complained.

“It’s bracing,” Guzman replied, the wind ruffling his crewcut not at all. All around him, would-be actors and winter break residents attending his workshop just out of need for something to do huddled together in varying states of excitement or misery, hopping up and down or hugging themselves the warmth. The grass beneath their feet was crunchy with frozen dew. He said, “Some of you, if you’re lucky, may have a chance to perform in venues even larger than this; the key, for you, will be learning to project your emotions to fill any available space. That will be part of this exercise.”

Somebody sneezed. Mary Jane didn’t blame her.

“We will try to keep this brief, so we can get back inside in time for lunch. I need everybody to gather over there,” Guzman said, indicating the ESU end zone. He pointed to the Visitor’s goalpost. “I will take up position

on the opposite end of the field, over there. You'll hear the rules of this exercise when we're exactly one hundred yards apart."

"That's gonna take some pretty loud yelling," Matt Gordon remarked.

"I have a remote to the PA," Guzman said, waving a small mike which had just miraculously appeared in his right hand. "Come on, everybody. Hurry up. The sooner we get into position the sooner we can warm things up a bit."

There was some grumbling at this, but Guzman clapped his hands, and the assembled students began to make their way toward the ESU endzone. There was plenty of joking and flirting along the way, among those invigorated by the cold; like any students cooped up inside musty buildings, who suddenly enjoy the freedom of a field trip, they enjoyed the change of routine so much that none among them took this moment to ask any questions. As for those who weren't enjoying the cold, who wanted only to get this over with so they could luxuriate in central heating again, they were mostly just going along with the others, to avoid looking like quitters or crybabies. If anybody felt the same vague sense of unease that now afflicted Mary Jane—who still hadn't distinguished her sense that something was wrong from her ongoing concern about Peter—they did not speak up any more than she did. They all walked like sheep toward their slaughter.

The students huddled together beneath the home team goalpost, shivering and clapping their hands and staring expectantly at the opposite end of the field.

"This is not good," Mary Jane murmured. She did not know why she'd said that.

One hundred yards away, Claudio Guzman knelt beside the visitor's goal. He tugged at a spot on the field, opened up a concealed trap door, and stood a second later bearing the treasure he must have planted there before this exercise: an AK-47 assault rifle. Most of the assembled acting students were still chuckling among themselves in disbelief, misidentifying the weapon as a prop or a fake, when Mary Jane realized she knew exactly what was going to happen next. It wasn't hard to guess, after all; even from this distance, she had no trouble seeing the shimmer effect as it wiped the teacher's face clean.

Her blood turned to ice. “Smerdyakov,” she whispered.

Half a dozen faces turned toward hers. “Who?”

She didn’t have time to respond before the stadium’s public address system came to life and rang with the sound of mad, malignant laughter.

“Typical Americans!” the Chameleon laughed. “So stupid! So gullible!”

A murmur rose among the acting students, just now beginning to realize that something was terribly wrong. Fern said, “Mary Jane, who’s—”

“Shut up!” Mary Jane snapped, more harshly than she intended. “You want to live, let him waste time by ranting!”

Fern recoiled, stunned by this side of the normally affable MJ.

Mary Jane Watson-Parker didn’t have the time or the luxury to feel bad about it. She could only concentrate furiously, filtering out the sounds of disbelief, denial, and incipient panic among all the innocents around her, and completely ignoring the opening words of the Chameleon’s rant, as he established his name and his credentials and delivered his usual polemic about the perceived wrongs done to him by Spider-Man. She’d heard that kind of speech so many times before that it practically went without saying; she didn’t need to pay direct attention to it.

What mattered more, was understanding what the rest of her fellow hostages did not.

About a year ago, after many years of using his uncanny powers of disguise to make life difficult for Spider-Man however he could, the Chameleon had finally succeeded in uncovering the identity of the man behind the mask. His subsequent campaign of terror had culminated in a particularly nasty night where he captured and caged Spider-Man, then returned to the Parker home in Forest Hills, disguised as Peter, plotting to murder Mary Jane only after first taking full conjugal advantage of his bogus face and identity.

It may not have been the worst thing any super-villain had ever tried to do to her, but it certainly was the sleaziest.

It also showed very little understanding of women, or faith in Mary Jane’s ability to recognize a phony when she saw one.

She'd kissed the false Peter, realized at once that the flavorless, rubbery, dead-mackerel kiss she received in return could not have come from her husband, understood from the context of recent events that the smirking man in her bedroom could only have been Smerdyakov, then slinked off to the other room to "change into something more comfortable" and returned bearing a baseball bat instead of a warm inviting smile.

Smerdyakov, still showing very little understanding of women—not surprising, given his personality-dropped his disguise, leered, and tried to press the issue anyway.

This was a bad mistake.

A really, really, *really* bad mistake.

One that had probably put him off his feed for a long time.

Smerdyakov's main asset as a criminal had always been subterfuge, not direct physical confrontation; indeed, the biggest problem Spider-Man, and the handful of other super heroes who'd encountered him over the years, had ever experienced in dealing with him had always been chasing him down and unmasking him, rather than defeating him when the fight actually began. He was, in fact a terrible fighter. As a result, Spidey and his colleagues hadn't ever needed extreme force to subdue him: usually, a punch or two, at most.

But then, they were super heroes, and Mary Jane was just a thoroughly enraged wife dealing with the sleazebag who had tried to trick her into cheating on her husband.

It almost went without saying that Mary Jane had not stopped after a mere wallop or two.

She may have inflicted more damage on the creep in those five minutes than he'd suffered in a lifetime worth of defeats at the hands of Spider-Man, Captain America. Daredevil, and the Hulk.

And though she hadn't realized this until after telling Peter what she'd done, she'd had a damn fine time doing it too. Though Smerdyakov had managed to escape with his life, beating him up had been cathartic, almost therapeutic—a perfect antidote for all the occasions where being Spider-Man's wife had forced her to feel helpless in the face of more formidable dangers.

Unfortunately, like most of these situations, it left fallout.

Because not long after that, Smerdyakov was attacked by one of his own old enemies, and left for dead with a bullet in his brain. He'd recovered with all of his evil cunning and malicious nature intact, but with only the vaguest memories of his recent past—losing, among other things, his knowledge of Peter's secret identity. And though this seemed a rare stroke of good luck for the Parker clan, the Chameleon's amnesia had proved to be spotty at most. There was always the chance that he'd remember Peter's identity, or his vow of vengeance against the woman who'd provided him the single most humiliating night of his life.

In his guise as Claudio Guzman, the Chameleon had not yet offered any indication that he recognized her.

The second he did, she was dead.

SAFE'S dispatch unit was able to patch Sean Morgan's crisis analyst, Palminetti, onto the line within thirty seconds. "Yes, sir?"

Morgan glowered at the glowing man flying in tight controlled circles above the Brooklyn Bridge. "I want you to assume an x-factor we haven't counted on. Specifically, the possibility that Electro is actively counting on our involvement, that he wants us to break this standoff, that he has a surprise of some kind waiting for us. Estimate the approximate breakage resulting from an assault beginning now."

There was a pause. Then Palminetti said, "I'm afraid there's no way of knowing precisely, sir-not without identifying the x-factor in question-but if that's what's going on, we can probably add another sixty or seventy corpses to the day's total. Maybe more. We might be fortunate to save only a small minority."

Deeley, piloting the aircar, turned around and raised his eyebrows.

"Damn," he said.

Morgan grimaced. "Yeah." He tapped his throat mike. "Morgan to all units. Maintain readiness. Be ready to go at my signal. But *only* on my signal." He leaned against the railing of the aircar and swore with an eloquence that surprised him.

C'mon, Spider-Man. Snap out of it.

:53 A.M.

The preliminaries (establishing his identity, persuading the fools that the weapon in his hand was real, that the entire stadium was rigged with enough explosives to totally incinerate anybody foolish enough to flee, and that their best chance of survival was listening to what he had to say) took the Chameleon only a couple of minutes. They were college students, after all; they were accustomed to absorbing information quickly. Even if they were now, mostly, clinging to each other in helplessness and fear; even if some of the more hysterical types had broken down into messy sobbing, they had calmed down enough to listen. Some of them, as far as he could tell from this distance, even looked determined. *Hero-types*, he assumed. *Probably the first to die.*

Good.

Hero-types didn't die often enough.

He raised the microphone to the mouth-slit in his smooth white mask, and delivered his presentation to the cowering fools: "I was not lying before! This is indeed an acting exercise of sorts! This exercise is indeed designed to test your improvisational skill! Only, the stakes are not some vainglorious dreams of stage or screen, but your very lives."

"You may have heard that my colleagues and I are commemorating the many occasions where Spider-Man proved inadequate at saving civilian lives. You may not have known that this is the site of one of the lesser-known incidents."

The victim on that day was Bradley Bolton, an ESU alumnus best known, in his student years, for being the best quarterback in this university's history. You need to know his past to fully understand his tragedy. He was expected to reach the pros. But then came the Saturday when Empire State played Metro for the League Championship. It was the last two minutes of the final quarter, in the last game of the season. Bolton gained control of the ball on his one-yard line, and heroically ran the entire length of the field toward the opposing goalposts-evading all the other team's attempts to bring him down, lunging around and past and sometimes through their defenses, remaining in motion despite a failed tackle that cracked his ribs on the fifty-yard line." The Chameleon paused. "It would

have been the kind of touchdown that makes legends. Except that he did not, quite, reach his goal. He was finally brought down one foot from the goal line. Metro took possession on the next play, scored their own touchdown, and won the game.”

The Chameleon paused again, savoring the rhythms of the story. He had one thing in common with these vain pups: he loved to act. Indeed, it was what he lived for. He just staged his performances in a worldwide arena, usually without a script, and in the service of an ongoing play where a moment’s artificiality could lead to capture or defeat or death. He had sometimes wondered what it would be like to be the other kind of actor, but not for long. He did not thrive on applause. His skill was avoiding recognition, not seeking it.

Still, he was not incapable of enjoying a captive audience.

Continuing: “Bolton gave up football and turned all his attention to his engineering major. He married, had a lovely daughter, and pioneered a new computer technology years ahead of its time that would have revolutionized the tracking of Worldwide Habitual Offenders.”

“As you may imagine, there were some parties who were naturally quite put out by this, who wanted to prevent this technology from being used.”

“They kidnapped Bolton’s daughter and demanded that he meet them here, in the place of his greatest defeat to turn over his invention. He complied. But the kidnappers had no intention of honoring their half of the bargain. And as he and the heavily armed kidnappers stood at opposite ends of the field-facing each other from a hundred yards apart—they announced that they were going to keep the little girl for insurance against him going to the police.”

“It was quite touching, really. Bolton ran the same hundred yards he had run twenty years earlier. He ran the entire length of the field toward the kidnappers, evading all their fire, lunging past and around and over the slugs as they tore up the grass at his feet persisting even as automatic fire tore into his chest on the fifty-yard line. He kept going, elbowed the last of the hired thugs aside, tackled the main bad guy, and seized his daughter... but by then he was already a dying man.”

“Spider-Man, protector of innocents, showed up, literally, one second later.”

“In time to beat up the kidnappers and save the girl. But just one heartbeat too late to save Bradley Bolton.”

The Chameleon chuckled. He couldn't help it. He found that part of the story funny. He only wished he could have been there, to watch; the web-slinger must have been incensed. He allowed the laugh to roll out across the empty stadium, echoing across the seats, raining down upon the pampered college kids huddled together one hundred yards away, like an army intent on conquering it.

“We are here to reenact that terrible moment... with all of you would-be Oliviers and Streeps playing the part of Bradley Bolton.”

“The explosives I've placed beneath this stadium are set to go off in thirty minutes. They are unidirectional; they will reduce the infrastructure to rubble and kill anybody unlucky enough to be standing on your half of the field. The exits have all been sealed or booby-trapped—except for the one directly behind me. I will be standing here, with this quite reliable AK-47, ready to perforate anybody who tries to get past me. Survival, in other words, will require a courage and an agility that equals... actually, given his unfortunate results, far exceeds... that shown by Bradley Bolton all those years ago. I cannot believe that the typically lazy and indolent college students of your benighted country can possibly manage it, but I am willing to allow you to prove me wrong.”

“Because I am guarantee you that Spider-Man is being kept far too busy to show up on time. Or even one second too late.”



Chapter Twelve



:47 A.M.

Spider-Man awakened flat on his back to the sound of angry men yelling.

“Damn it, Scibelli, I’m telling you for the last time—”

“You told me for the last time four times ago! And the answer’s still no!”

Spider-Man stirred, realized that he was strapped down. Leather straps. No big deal, really. He could snap those with a shrug of his shoulders. He just didn’t feel like it at the moment, that’s all. Not with his headache.

“You continue with this career suicide and I promise you—”

“Promise whatever you want! Threaten whatever you want! But you’re not getting past me - and I promise I’ll put you in the hospital if you try!”

Stop arguing and close the door. It’s cold in here.

“Are you threatening me, Captain?”

“I’m doing my duty, Captain. Now get out of my face or I’ll put you down.”

Spider-Man winced at a sudden surge of pain between his eyes. He remembered fighting Dr. Octopus again. That was typical. He was always fighting Doctor Octopus. He wondered idly why he’d been fighting Doctor Octopus this time. Then the events of the past twenty-four hours all returned to him in a rush, and he sat bolt upright immediately, with an abruptness that not only broke the straps, but sent the buckles rebounding off the ceiling.

Somewhere right beside him, a woman cried: “Yow!”

Spider-Man focused. He was in an ambulance. The woman was a paramedic: short, compact, round-faced, cocoa-colored, and not the kind of person who startled easily. That was okay; he specialized in startling the kind of person who didn't startle easily. He nodded at her, then turned his attentions toward the open rear doors. Captain Anthony Scibelli and another plainclothes cop he didn't know stood framed in that square of light. The other cop was white and in his early thirties; he had a blonde crewcut with darker roots, a charcoal-gray Brooks Brothers suit several degrees fancier than anything most plainclothes officers could afford to wear on a regular basis, and pale blue eyes that went wide as saucers as Spider-Man struggled to his feet.

The lady paramedic said, "You shouldn't be getting up. Your head injury —"

He gently pushed her to one side, "—will be okay. I've always... healed faster than most people." He made a liar of himself by stumbling slightly as he moved toward the door. "I take it this argument is about me, Captain?"

"That's a no-brainer," Scibelli grumbled. He gestured toward the other captain, who was still struggling to regain his voice. This mook here is Captain Chuck Mercier, of the 87th; a little far out of his territory, but he's still publicity-conscious enough to demand that I give him this opportunity to unmask you. He also wanted the paramedics to drug you insensate, for your trip to the jail ward at Bellevue."

Spider-Man cocked his head at Mercier, enjoying the way the guy winced from the attention. "Nice guy."

"Yeah, well," Scibelli said. "It was my well-considered position that since we have no current warrants out for you, and since Octavius and his fellow mooks are still out there causing trouble, harassing or arresting you at this time would not be in the interest of public safety. That is, in fact, in case you're wondering, why I made the paramedics treat you here; I didn't want you out of my sight in some emergency room somewhere, where I wouldn't be able to keep the med students from taking a pair of scissors to that stupid mask of yours."

"We had to peel the hood away from the top of your head," the lady paramedic volunteered.

“Yeah,” Scibelli said. “They did that, to find the bleeder. They had to give you a couple of stitches. I made ‘em put a sheet over your the rest of the face first so we wouldn’t see any more than we had to.”

Spider-Man felt his forehead and winced, as the mere touch caused a throb of pain. He took a deep breath, tested his balance, and found that it had mostly returned. He moved toward the door, smirking a little at how quickly Captain Mercier moved to let him through; it never failed to amaze him how the cops who took the hardest line about his humble self were also the first ones to trip over themselves getting out of his way.

Behind him, the lady paramedic said: “I don’t think this is such a good idea, Spider-Man.”

“Well,” Spider-Man said, “it’s not like somebody who willingly goes off to fight people like Ock and Electro could be accused of using his head anyway. Thanks anyway.” He took an especially deep breath as he stood at the edge of the ambulance. The street still looked like hell; there was rubble everywhere, and a number of smashed cop cars. He spotted Betty Brant and Billy Walters up the block, talking to a couple of the uniforms; Billy, noticing Spider-Man, gave him a hyper-enthused thumbs-up. Too distracted to wave back, Spider-Man glanced at Scibelli and said, simply: “I owe you one.”

“Tell you what,” Scibelli said. “Take care of that mook on the bridge, and we’re even. Super hero fights are one thing, but from what I hear, that guy’s really messing with the flow of traffic.”

12:07 P.M.

Racing across town, conserving webfluid by traveling the distance in leaps and more conventional acrobatics whenever possible, Spider-Man quickly realized that the paramedic was right; the skull-rattling blow on the head from Doctor Octopus had taken far more out of him than he liked. His moves were all a little off: many times beyond Olympic or even superhuman standards, but still noticeably slow and sloppy in comparison to his own peak performance. It was not surprising. The Vulture had slammed him against half the buildings in the city, and Doctor Octopus had given him one of the worst beatings he’d had in months. The exertion and the cold and the blood loss were also beginning to catch up with him, not

enough to stop him, and probably not enough for anybody else to notice, but enough that he was not looking forward to battling a man who in terms of sheer power was probably more dangerous than Octopus and the Vulture put together.

Swinging past the New School for Social Research, he tapped his throat mike. “Morgan? Deeley? Cujo? Anybody there?”

“We’re here and following your progress, web-slinger.” This from Deeley. “Glad to hear you’re up and around again. We were worried about you.”

“Morgan was worried?”

“Okay, so I was worried about you. Are you all right?”

“Never better,” Spider-Man responded, wincing as a slightly miscalculated trajectory forced him to land on his feet a little more heavily than he would have liked. It was a lie all right; from the way his reflexes were acting up, he was several degrees short of okay. But he couldn’t tell Deeley that. He was back in the air again, somersaulting over a side street, before Deeley could have perceived any real hesitation in his voice. “Listen, you want to give me a hand, I’ve been thinking about how to get past Electro’s energy-barriers and onto the bridge, and I could use a quick lift to get into position. Can you send one of your floating bathtubs to meet me halfway? Say, the roof of the Verizon building? I’ll fill the pilot in when I get there—”

“You can fill me in,” Deeley said. “I’ll break formation and meet you there in two minutes.” He clicked off.

Spider-Man hopped off a crosstown bus, landed against the third story of a seven-story mercantile building, and ran straight up. A frigid crosswind sliced through the thin material of his costume when he reached rooftop level; despite the exertion, which was usually enough to keep him reasonably warm even in temperatures like today’s, he couldn’t help an involuntary shiver as the freezing air played against the thin sheen of cold sweat that suddenly seemed to cover every inch of his body. He did not know how much of this uncharacteristic vulnerability was an honest reaction to the weather, how much he could attribute to his weakened state,

and... given who was about to fight next... a little burst of commonsensical fear.

Oh, he'd handled Electro before. The man had always been dangerous, but he'd also, in times past, always been a bit of a jackass: the kind of bad guy who could be defeated by a bucket of water or some insulated sheeting. Once, an otherwise unremarkable college buddy of Peter Parker's had knocked Electro unconscious with a blow to the head with a metal figurine; another time, Spider-Man had shorted him out just by the simple expedient of forcing the man to touch his ankles with his fingers, it was hard to continue feeling awe for a villain's capabilities when you had that kind of memory walking around inside your head. Unfortunately, the man had undergone a physical and psychological transformation since those simpler days. And this Electro was not only several times more powerful than that Electro, but also several times crazier and several times more cunning.

Spider-Man could not be sure he was in any shape to handle him.

Of course, the biggest problem would be getting past the living lightning that reportedly blocked both ends of the bridge; Spider-Man supposed he could leap through it and trust in the protection he derived from not being grounded, but he knew Electro would be waiting for that. He'd contacted Deeley because he thought he needed an alternative Electro would not be looking for.

He was swinging past the NYU Student Housing off Bleeker Street when he spotted Deeley's aircar, coming in low to intercept him. Spider-Man certainly had to give those little suckers credit for being fast; he'd expected to have to wait for Deeley, at the Verizon building, but Deeley had flown right past that rendezvous to pick him up much sooner. Gratuitously, Deeley waved. Spider-Man waited for Deeley to "park"—a hovering position two stories above street level, well within sight of dozens of pedestrians eagerly pointing at the show—then flipped head over heels and landed on his feet in the back of the car.

Deeley piloted the vehicle straight up, then headed southeast over the rooftops. His brow wrinkled with concern as he glanced at Spider-Man. "Do you know you have bloodstains all over your hood? And on your right arm?"

That was where Ock's pincer had torn a chunk out of his arm. Spider-Man supposed he looked like hell—the blood was nothing, compared to all the plaster dust that had shrouded his familiar red and blue colors beneath a veil of gray. But he actually felt better than he had a second before; the aircar's ionic climate field made the vehicle as warm as toast. It was gonna be hard, jumping back out into the cold again. "It's my new, new costume, Deels. I wanna wreak not only fear but also disgust and revulsion in the hearts of evildoers. Where's Morgan?"

"He had to return to the stationary command post on the Manhattan Bridge to coordinate an investigation of a false sighting of the Vulture over by the Museum of Natural History. Heard on the way here that it was definitely nonsense: some tubby wannabe in a homemade feather suit, almost got himself shot by a SWAT team. Are you sure you're okay?"

"As okay as I'm gonna be, today. Don't worry about it Listen, the wind's blowing east, right?"

"Yes, it is," Deeley said.

"All right. Take us out over the East River, southwest of the bridge. Someplace around the South Street Seaport might do it. But high up, over Electro's direct line of sight—and tell Morgan to order all your other aircars to circle the area as close to the water as they can. I want him watching them while I come down from above."

Deeley was concerned. "Come down how? By jumping? Shooting a webline?"

"Not exactly," said Spider-Man.

12:17 P.M.

After okaying the plan with Morgan, Deeley piloted the air-car to the location Spider-Man had specified: a holding pattern over the east river, one hundred meters west and one hundred meters above the crackling towers of the Brooklyn Bridge. The other SAFE aircars had, as specified, lowered their cruising altitude to only fifty feet above the two main spans; though

they didn't decrease the radius of their constant circling flyby, they were bound to divert much of Electro's concentration.

Deeley's brow knit as he observed the changes in formation. "I don't like this, Spider-Man. Even if they do trick Electro into looking down, that's only going to make it more likely for him to notice all the people we have in position under the bridge."

"I know," Spider-Man said. "Which is one reason I'd better get a move on." He hopped up onto the rim of the aircar, facing the bridge, and for just a moment took in the unusual tingling sensation of the ionic field against his skin. It was a faintly pleasurable compromise between heat and cold; he would have to enjoy it while he could, since he was about to step into a high-altitude icebox. He calculated the distance and the wind velocity, wondered briefly just what he'd done in his past lives to deserve days like this...

... and began to work his web-shooters.

It was no webline he cast now; he fired the fluid straight up, in short, controlled bursts, weaving lines that crossed and intersected and began to form a mesh. Within seconds it was solid enough to hold its form. He began switching back and forth between one wrist-mounted web-shooter and the other, each time using the hand he had free to sculpt and form his creation as it grew from an unrecognizable irregular blob into something that had a framework, a support apparatus, and a purpose. He was still spinning the harness when the incredulous Deeley exploded: "You have got to be kidding me. A hang-glider?"

"No big deal," Spider-Man said. "I've done it before. Came in handy one time the Vulture dropped me a couple of miles over New Jersey. Thanks for the ride, Deels; I'll keep in touch." Spider-Man leaped from the hovering aircar, felt the sharp tug of his glider being caught by the wind, and set course toward the support tower on the Manhattan side.

He descended quickly, his unerring reflexes guiding him directly toward Electro's hovering form; even the distraction seemed to be working out precisely as planned, with the low-flying aircars keeping Electro's attention firmly focused on the water. Electro was even considerate enough to keep his back turned. The downside was that, now that Spider-Man was not only

outside the aircar's protective ionic field, but above the radiant heat and wind-sheltering effects of Manhattan's concrete canyons, the frigid cold of the day was once again blasting him full-force. He grimaced, wondering why he couldn't have gone into this line of work someplace warmer. Miami, maybe.

Focus, web-slinger. Coming in low over the tower on the Manhattan side. Close enough to see through the glow of the energy field to the pale frightened faces of civilians in their cars down below. Most of the windshields were fogged up. It occurred to him, too late, that if all those batteries were drained, then the civilians had spent the last couple of hours trapped without heat. There was no telling how many of them might have already died just from that factor alone.

Electro, who was apparently tired of trying to figure out why the aircars were circling so low, rode a flash of lightning to a better vantage point directly over the water. This last-minute move brought him out of Spider-Man's path. Spider-Man didn't mind; he had allowed for sudden movements. As his web-glider passed twenty feet above the tower on the Manhattan-side, he slipped free of the harness and tumbled toward the tower, rebounded against stone and steel, and launched himself directly at Electro's back.

The high-powered criminal whirled in midair. "Nice try, creep! But I know you too well to let you sneak up on me!"

"You want to say you know me well, cuddles... how about telling me my shoe size?" Spider-Man dodged a pair of energy bolts blasting by on either side. The nearness of the electrical discharge made the hairs stand up on his arms—but his spider-sense failed to recognize any immediate danger until after they were safely past him. At that point, incredibly, his spider-sense warned him of a fresh attack coming from someplace behind him—too late to avoid the heavy skull-rattling blow that slammed into the base of his neck.

He tumbled toward the water, fired a webline at one of the support cables, swung down and then up in a wide loop that carried him back to tower level, and caught a glimpse of something that made the heart stop in his chest.

Gwen Stacy.

On the Brooklyn side.

Falling to her death again.

He watched as her whole body jerked, with an impact that made her head loll like a stone at the end of a limp rag, briefly doubted his sanity as he screamed inside that this couldn't possibly be happening again—then felt the anger flare up inside him as the distant hologram vanished, only to be replaced by a fresh vision of his onetime love falling to her preordained death. He regained control of himself just in time to let go of his current webline and fired a fresh one angled to bring him back toward the Manhattan-side tower. Tapping his throat mike, he exploded: “Morgan! Deeley! Why the hell didn't you warn me about that hologram? I almost swung face-first into a cable!”

His earplug crackled, and Morgan came on: “Sorry, web-slinger. Should have realized how you'd react I take full responsibility.”

“Full responsibility?” Spider-Man echoed. “You and me are gonna have to work on our communication skills, colonel!” He flipped, fired another web-line, heard the little telltale click of the web-shooter on that side firing on empty, and compensating by scrambling extra quickly across the face of the Manhattan-side tower. Electro was clearly pursuing him; little explosions blew craters in the wall as Spider-Man, moving as fast as he could, stayed only one step ahead.

This was no good. Electro already had him on the defensive. Spider-Man did what he always did when he needed a breather: he jumped straight up, somersaulting at the peak of his leap to scan the lay of the battlefield.

Electro was looping around to a position directly above the Manhattan-side tower. “Did you like our little surprise, web-slinger?”

“About as much as I like typhoid!” Spider-Man shot back.

“She was an innocent young woman, Max! Is her death really that much of a joke to you?”

“What can I say, Spider-Man? If it causes you misery, it's a real crowd-pleaser!”

Spider-Man landed on the flat expanse of the Manhattan-side tower. Electro rocketed straight toward him, his hands grasping a cat's cradle of pure crackling energy. Spider-Man remained where he was, waiting, ready to leap again at the first telltale tingle that warned him of the next lightning-bolt to come.

But when the spider-sense warning came, it did not warn him of a lightning bolt.

Again, just like before, it warned him of another attack from someplace directly behind him.

He whirled, seizing the ankle of the leg a high kick had aimed at the base of his skull, twisting it, sending the green-clad form of Electro tumbling to the floor. Electro took the fall like a pro, flipping, rolling, back-flipping onto his feet so he could face Spider-Man again.

It was like no move Electro, who had never been a martial artist, had ever been able to make before.

And Spider-Man belatedly put it together: the notoriously impatient Electro, waiting all this time for him to show up. The Gwen Stacy hologram. The lightning bolts that failed to fully engage his spider-sense. Two unexpected assaults from behind at moments when Spider-Man had thought he could clearly see Electro in front of him. Electro suddenly showing the skill and dexterity of a Jackie Chan. The term, *crowd-pleaser*. Even the Gentleman, taunting him just last night that this Day of Terror was only a cover for a much bigger operation, something with, he had said, truly global implications.

At moments like this, when he saw how completely he'd been played for a sucker, Spider-Man knew exactly what made more feral super heroes like Wolverine snarl.

He leaped right through an illusory lightning bolt brought the bad guy down with a tackle, and snarled, "Nice fake-out, Mysterio!"

"Thank you," Mysterio said, this time in his own voice. "I certainly thought so." His Electro costume shimmered and turned to vapor, revealing the familiar caped, green-and purple jumpsuit with goldfish-bowl helmet that he used for his own costume. He seemed to turn insubstantial beneath

Spider-Man's fists, reappearing several yards away, posing in the overcast light of midday as his cape billowed majestically behind him.

Unimpressed, Spider-Man advanced. "Where's the real Electro, mister? And what are you people really up to?"

"The same thing we were always up to," Mysterio said, in a bored tone of voice. "Revenge. We're just not going to be as obvious about it as you seemed willing to believe..."

12:18 P.M.

Governor's Island sits in the East River midway between Brooklyn and the southern tip of Manhattan. Federal territory in the process of being transferred to the state of New York, housing a small naval facility, it's so close to the Brooklyn Bridge that some of its off-duty residents were entertaining themselves by watching the excitement now taking place less than a mile north. Governor's Island is a quiet place, safely insulated from the bustle of the boroughs on either side; it is not, unfortunately, as isolated from the world of super-villain vendettas as its residents might like to think.

Governor's Island also happens to be home to a top-secret vault, hidden in a subbasement of a building cunningly disguised to resemble a family residence. The facility occupies four separate subbasements, each safeguarded by a series of timed locks and high-tech surveillance equipment; there are entire sections of hallway designed to be flooded with cyanide gas at a moment's notice. If the government of the City of New York were ever to discover just what was being stored on the first three subbasements, it would be very put out at the federal government. Nobody would be persuaded by the federal government's protests that such horrors have to be stored somewhere, and that Governor's Island is more secure than most locations in large part because nobody would ever suspect even the federal government of being insane enough to place such items inside a city with millions of inhabitants. But even if that presented a legitimate excuse, then nobody could have possibly seen the intelligence of storing the item housed on the lowest level not only within range but within sight of the towers of Wall Street. That was totally insane.

The only conceivable excuses were unforgivable shortsightedness—always a possibility, when dealing with bureaucrats—or some paranoid fantasy of an eventuality so extreme that the United States would be forced to declare war on the center of its own economy. That too, is a possibility, with bureaucrats. They'll believe anything.

In any event, the answer to Spider-Man's first question ("Where's Electro?") was "Not Far"; he was on that fourth subbasement, pressed against a black wall, seeming to be part of that wall, invisible behind the shield of darkness cast by the teammate who stood pressed to the wall beside him.

He hadn't been happy about his mandated role in today's festivities; as the most powerful member of the Sinister Six, he should have been out and around in the open air, taking an active role in the incineration of Spider-Man. Indeed, he'd originally considered this somewhat less glamorous assignment a prime example of the criminal lack of respect he sometimes felt he received from people like Doctor Octopus and the insufferable, arrogant, you-don't-need-to-know-my-master-plan likes of the Gentleman. The only reason he hadn't put up more of an argument was his awareness that Pity was as central to this particular operation's success as he was; he'd have suffered far greater indignities than this just for a chance to get her alone, away from the others.

He liked her. He thought he could treat her right And he was only waiting for the right moment to ask her to go out dancing with him, sometime after Spider-Man was dead.

The oscillating security camera completed its sweep of the wall. The shield of darkness faded. Pity led him around the corner to another area swept by cameras, waited for the proper amount, and again used her powers to disguise them both as an errant shadow. She acted with perfect professionalism, without hesitation, looking at Electro only to make sure he was following.

He really liked the way she moved. Sorta like a cat, but all sweet and vulnerable, too. But even watching her did not keep him from growing impatient.

Sure, he appreciated the plan. He knew that Mysterio's activities on the Brooklyn Bridge would be sufficiently close to Governor's Island to put all the naval personnel here on alert; he also knew that by disguising himself as Electro, Mysterio would help to ensure that any energy-spike anomalies on the island itself would be written off as stray voltage from the bridge. Electro also knew that the larger plan—the plan behind the Let's-Kill-Spider-Man Plan-absolutely required the theft here to be kept a secret for as long as possible. But he disliked stealth, and he usually didn't need it. He was Electro! He could blow up this whole island, and Manhattan too, with a twitch!

He took his humiliation quietly.

He didn't want Pity to be upset with him.

He didn't want her to be upset at all.

She was upset enough, the poor kid.

He wanted her to be happy.

The oscillating security camera completed its sweep. Pity withdrew her zone of darkness and beckoned Electro on. She moved by wall-crawling, just like Spider-Man—except, of course, that she was a lot more fun to watch than Spider-Man. To Electro, she moved with the grace of a ballerina. She motioned him to stop, gracefully slipped through a net of crisscrossing electric eyes, deactivated them by tapping a code into a numeric keypad on the wall, and gestured for him to follow. They moved through another sliding door—this one stainless-steel and three feet thick, not that Electro would have normally considered that all that impressive a barrier—and entered another darkened chamber, this one bearing a simple vault door.

She kept very dear of that door. She merely pointed. That one.

Beaming —because he'd been eagerly awaiting this moment when he'd finally be able to prove himself useful to her—he strode toward that door. As instructed previously, he raised both hands, palm outward, and placed them on the metal walls on either side of that door. The high voltage that ran through those walls constantly, that would have been interrupted if anybody broke the circuit by opening the vault door, now used Electro's body to complete the circuit instead.

Pity slipped around him, taking special care to avoid the physical contact that at this moment would have almost certainly killed her. She pressed a hidden latch on the vault door. A rectangular section, less than half a meter across, slid open, revealing a shelf that bore only one item: a simple canister. This was, in fact, the entire reason for the vault door, there being no actual chamber behind it; the latch to this tiny shelf was so cunningly concealed that only people who already knew it was there could find it. Even they couldn't access the sliding door without breaking the circuit and automatically firing off alarms at SAFE, the NSA, and the nearest army and naval bases. Only by employing Electro, in this particular way, could the canister be removed without breaking the circuit; only by keeping this particular theft a secret for a while longer could the Gentleman keep the authorities from guessing too early what he was really up to. Everything else was, as Mysterio or Neil Gaiman would have said, only smoke and mirrors.

Pity flipped the latch again, to close the hidden panel. Then she nodded to Electro, indicating that he could let the walls complete their own circuit again.

Electro let go. He wanted to say something, of course. Even if it was just that he liked the way she moved. But he'd been warned to keep silent during this phase of the operation. So he contented herself with a knowing wink.

Wishful thinking allowed him to interpret her next expression as a smile.



Chapter Thirteen



:23 P.M.

Colonel Sean Morgan had never been anybody's nomination for boss most likely to take a screwup well. In both cases, he was considerably far down the list—not quite as bad as the kind of super-villain crimelord who kept his underlings in line by executing anybody who failed, but still so uncomfortably close to that rarefied territory that the agents of SAFE sometimes wondered how close he was to ever incorporating such a policy himself.

Right now, to the agents manning the command post atop the Brooklyn-side tower of the Manhattan Bridge, he seemed only seconds away. “Mysterio?” he demanded, aghast. “How can it be Mysterio? All our instruments read massive energy barriers around that bridge!”

Most of the agents in the command post—there were five, the immobile Palminetti among them—wisely kept their mouths shut and their eyes on their monitor screens. They could not escape the sound of Morgan's wrath, not in a prefabricated oblong room storing millions of dollars worth of state-of-the-art sensor and surveillance equipment, but they could try to escape the full effects of that wrath by redoubling their attention to their work, in the hopes of finding something that would enable them to correct the damage already done. That left Palminetti, who Morgan could not be too mean to, to speak for them all. “All our instruments are wrong,” Palminetti said, between breaths from his respirator.

“You mean all our state-of-the-art technology—”

“—can be trusted only if we make the assumption that there's nobody out there who knows how to fool it. Yes.”

Morgan glowered at a viewscreen which now displayed Spider-Man and Mysterio pummeling each other in all-out hand-to-hand combat. “And it’s safe for our people to go in? Not blasting their way in, but directly through those illusory energy fields?”

“I suspect so. We won’t know that until we know just how illusory they really are. We’ll know the answer to that in a couple of minutes, as soon as our systems can finish reevaluating the readings.”

“So what you’re saying,” Morgan said, his voice dangerous, “is that until then we’re still being held in check by a glorified magician.”

“Absolutely. And one important lesson I learned from the writings of James Randi is that even trained scientists, and precisely-tuned scientific instruments, are easily fooled by sufficiently talented magicians.”

“•*How?*”

“Near as I can figure it, Colonel, he must have had the real Electro there at the onset, to drain the captive vehicles of power, and cut off traffic at both ends of the bridge; they then made the switch, and kept things going with holograms, electromagnetic pulses, stolen municipal power, and electrified cables, and a truly spectacular light show. That and our belief that the man holding the bridge really was Electro, kept us interpreting our readings the way the Sinister Six wanted us to—and also, openly rejecting any data that momentarily suggested otherwise.”

“I don’t believe it,” Morgan muttered. “Billions of dollars of cutting edge equipment and it’s not worth a thing.”

“Not next to a sufficiently devious mind, Colonel.”

A little bit more than a week earlier, the Chameleon had busted Dr. Octopus out of prison by disguising himself as Colonel Morgan. That made today the second time the Sinister Six had made a laughingstock out of SAFE and everything it stood for. Standing there in his command post, unable to do anything but watch as an already injured Spider-Man fought for the lives of hundreds of civilians, Morgan made a decision. Whatever happened, however much of the burden Spider-Man would be forced to carry himself, The Sinister Six would not be able to take advantage of SAFE again. He said: “That does it To hell with the instruments. We’re

going in. Only tell the troops under the bridge they won't have to risk blasting their way through; the rest of us are going to attack by air."

"Who are you going to designate to lead the assault Colonel? Deeley? Jones? Strackman?"

"None of the above," Morgan said. "I'm sick of these bastards." He slapped an energy pack into his sidearm and stormed from the room.

He was in the air, leading the assault against Mysterio, before Palminetti received the first word of the explosions that had just utterly destroyed Maria Stark Memorial Stadium.

By then, of course, it was too late to rescue any of the ESU hostages.

Twenty minutes earlier.

The terrorized acting students huddled by the home team end zone were still in the first stages of panic. Some had tried crying out to their captor; others had cursed him; some had frozen with paralysis and others had collapsed in tears. Some had advocated waiting for either the police or Spider-Man; some had advocated trying to make it out through the allegedly booby-trapped grandstands; some sought comfort in each others' arms; two had bloodied each others' noses, arguing over what to do. A few were praying. Maybe a third of them remained calm enough to be useful. Mary Jane Watson-Parker, who'd silently listened to their furious brainstorming, simultaneously admiring their courage and mourning the days when she'd been able to show the same degree of naivete, said nothing. She just stood in place, her eyes shut and her brow furrowed in concentration.

She tried to find an alternative. She tried to persuade herself that Peter would be here in time. She tried to find inside herself enough self-involvement to just stay out of it and let somebody else do what had to be done.

She thought of Gwen Stacy. Ned Leeds. Ben Reilly. Brick Johnson.

All people she'd known who'd died because not even Spider-Man could always be there in the nick of time.

She even thought of Bradley Bolton, whose brutal murder the Chameleon had chosen to celebrate. Mary Jane remembered the night he'd

died. It had been several years before she and Peter had married, long before she'd officially admitted to herself, and to Peter, that she knew the real reason the young man she called "Tiger" so frequently slipped away with the flimsiest of excuses. She and Peter had met Bolton for the first time, for a few fleeting seconds, in this very stadium, only a few hours earlier, when Peter had gone to help interview the famous alumnus for a *Daily Bugle* article. She remembered how Bolton had seemed like a decent, pleasant man, at peace with himself and with his world. And she remembered how, at that night's dance at the student center, when Peter's eyes took on the familiar troubled glaze that even then always seemed to come on him without warning, she'd given him merry hell about having to slip away from her again. The next thing she heard about Bradley Bolton was that he'd been machine-gunned to death in the stadium. Now, years later, when she was able to look back on that terrible night with the awareness of a woman who knew why Peter had been so desperate to slip away, it occurred to her too late that maybe, just maybe, it was having to make up an excuse for her that had delayed her future husband just long enough to arrive at the murder scene exactly one second too late.

That's *the thing people like the Chameleon will never understand*, she thought. *It's not just people like Spider-Man who bear responsibility.*

She raised her eyes to evaluate the panic of her fellow prisoners. Right now, everybody was listening to a lithe, track-star type she knew slightly: his name was Martin Andres, and he was trying very, very hard to be tough and brave. "We oughta spread out!" Andres cried. "One big line, so we can rush him all at once! Of course, he'll probably get a few of us, but if the rest of us can run fast enough..."

Mary Jane coughed. "Have you ever charged a AK-47 across an open field with no cover?"

She had spoken without raising her voice, but a dozen pairs of eyes immediately swiveled to focus on hers.

Martin, perhaps sensing the loss of his audience, glared at her accusingly. "Have you?"

"I'm standing here alive and breathing without holes in me, so it's pretty clear I haven't. Come on, don't you get it? If we rush him, he'll rip most of

us in half in a single sweep. Most of the rest of us will be maimed for life, even before the bombs. If even one of us got through, it would be a miracle.”

Fern was holding herself together by the thinnest of threads. “So what are you saying, Midge? That we just gotta stand here and die, without even trying?”

“No,” Mary Jane said. “I’m not saying that.” She looked down the field, and again without raising her voice, said: “Look. Some of you here have known me long enough to know that I’ve had a few experiences with people like this.” *Even more than you think.* “And I’m telling you that we’re facing a man who has no compunctions about murder, who is in fact looking forward to killing us, and who genuinely enjoys playing games with human lives. He doesn’t think of us as real people, but as targets-game pieces, for his stupid grudge match against Spider-Man. The trick lies in changing that.”

A short redheaded guy with an alarming constellation of freckles laughed bitterly. “And how are we gonna do that in the next fifteen minutes, lady? By linking hands and singing ‘Kumbaya’?”

“No,” Mary Jane said. “We want to give him less of a reason to shoot us. Not more of one.”

Martin Andres made one last attempt at control. “This is crazy! She doesn’t know what she’s talking about—”

Matt Gordon glared at him. “Shut up and listen, will ya? Go on, Red.”

“All right,” she said, taking a deep breath, knowing both that she couldn’t really afford the time it took to compose her thoughts, and that she’d have to if she was going to sell the craziest idea she’d ever had. “It’s...going to be hard,” she said. “And dangerous. And it’s going to take more courage than anybody’s ever asked of any of you before.”

“What?” Andres asked impatiently.

“Consider this,” Mary Jane said. “If we rush him all at once, like you said, we’re a giant faceless mob. We make it easy for him to see us as anonymous casualties instead of individuals. We allow him to mow us down without a twitch of conscience. But if we approach him one at a time, at a walk—hands out in plain view—then all of a sudden, we give every

potential victim a human face. We stand a slim chance of making the carnage more than even a hardened killer like the Chameleon can stomach.”

It took maybe five seconds for the implications to sink in.

“You’re crazy!” Andres cried. “He’ll shoot the first person who approaches him!”

“Probably,” Mary Jane said levelly. “And probably the second and third, too. Maybe even the fourth and fifth. I told you this would take courage. But if we don’t let that stop us from still taking turns approaching him, one at a time... if every one of us who falls down dead becomes the cue for the person after that to stand up and make the long walk alone... then I promise you, we’ll unnerve him. He’ll feel the impact of what he’s doing. He’ll learn the difference between cutting down a mob and being forced to look his victims in the eyes. He’ll hesitate. He’ll get spooked. He might even break down. It will become easier to get past him. Most of us will make it.”

“You’re insane!” somebody whispered.

Anders—to give him credit—was beginning to see the cold sense of it. “Even if you’re right,” he said, “who’s going to be crazy enough to go first?”

“My idea,” Mary Jane said. “I go.”

“I take track,” Andres protested. “I can run. Maybe if I get close enough I ___”

Mary Jane shook her head. “You can be second. I have to go first.”

“Midge,” Fern said, so stunned by Mary Jane’s proposal that she’d even stopped trembling from the cold. “Are you really that anxious to die?”

Mary Jane turned to face the sea of astonished, terrorized faces. “No. I have no intention of dying. I’m hoping to get close enough to say some things to him.”

Matt Gordon stepped forward. “Mary Jane, I can’t let you go first. There’s—”

She surprised herself by giving him a tight hug. “We don’t have the time to argue about this, Matt The clock is ticking. And I have to do this.”

She put everything she knew about being persuasive into that one sentence. To her ears it sounded pathetic and phony: the kind of declaration

made by a would-be heroine who knew she'd talked herself into doing something fatally stupid and secretly hoped that somebody would be eloquent enough to talk her out of it. It didn't convince her and she knew that there was no way it could have convinced anybody else.

But as she'd said, the clock was ticking.

So she turned around, faced the tiny masked figure one hundred yards away, and began to walk.

She made the first few steps with her eyes closed, less afraid of the Chameleon, at this moment, than she was of the sudden, panicking, restraining hand from behind. If her friends and fellow hostages pulled it together quickly enough to stop her from going, then the moment would be gone; they'd just continue arguing among themselves until the deadline drew so close that only blind, stampeding panic remained an option. If that was the way her last few minutes were going to run, then she did not want to be a part of them. She needed to take this chance.

The restraining hand from behind did not come.

Part of her could not help wishing it had.

Part of her wished she could turn around and nod at the others, even smile at them, just to stress that she was all right about doing this. But she couldn't.

Turning around would show too much weakness before the Chameleon.

She walked briskly toward the distant figure of the man who held her life and her death in his hands. He was at full alert now that he knew somebody was making a run for it; he'd even taken a few steps forward, onto the five-yard line, leveling his weapon. By the time she passed the ESU forty-yard line, she realized that she still didn't know what kind of range that thing had, or just how ace a shot he was. Could he hit her from where he was? Would she even know she'd been hit before what was left of her tumbled to the ground, providing an easy point of reference for the first person who screwed up his courage enough to follow her into the Chameleon's sights?

She forced herself to think of other things, and kept walking, cheeks flushing in the frigid cold.

How can you face them?

She'd asked her husband that once. She hadn't been talking about the Sinister Six in particular: she didn't even remember who she'd been talking about, but it had been some other super-powered monster out to cause terror and suffering and death.

How can you even look at them, knowing how powerful they are? Knowing they want to kill you?

His first answer had been, *Beats me. Red.* Then, seeing she really needed a considered answer, he said, *I guess I do a bunch of different things, depending on the day, or how badly I need my courage screwed up. I make jokes, or I think of Uncle Ben. But mostly I do what public speakers have to do, to avoid stage fright. They pretend the audience is naked.*

It helps you to imagine Doctor Octopus naked?

Peter had winced at the very thought *All right. Spectacularly bad example. But I didn't mean it literally anyway, Red.*

What do you mean, then?

I mean that if you find yourself scared of something, you can handle it by reminding yourself just what makes it ridiculous. In Ock's case it's his ego. In Electro's case it's the stupidity of a guy who uses his powers to rob banks when he can make millions getting a job with the power company. In Venom's case, it's his slobbering tongue and his obsession with spleens. And so on. I fight these guys, and it's deadly serious most of the time-but if I can also remind myself just how ridiculous they are, I can forget to be afraid long enough to do what has to be done.

She thought of the Chameleon, coming after her in her bedroom, certain that a big bad super-villain would have no trouble subduing the redhead with the baseball bat.

She crossed the fifty-yard line.

She was close enough to see his face now: or at least the smooth white mask he possessed instead of a face. There was no sign that he recognized her, but he was still grinning widely, still raising the AK-47 at her midsection as she strode toward him. The terrible cold cut right through her fashionable black coat and the two layers of clothing she wore underneath;

but she suppressed the urge to shiver, knowing that she could not afford even the semblance of fear.

Forty-yard line now.

The grass of the field crunching beneath her leather boots. The cold of the wind against her face. The distant sobs of her fellow hostages, who were so sure that they were about to see her die.

The Chameleon's eyes.

She knew he would not blithely allow her to pass. He'd murdered before and he'd murder again. Her life, and the lives of all those other young men and women, depended on the accuracy of her instincts: her ability to sense just how far she could walk before the invisible line that the rules of his twisted game designated as the place where he'd be allowed to kill her.

Thirty-yard line.

It couldn't be that far now. Surely she was living on borrowed time already.

She almost stopped.

But if she stopped she'd never find the strength to walk again.

So she kept walking.

The Chameleon, standing bolt-ready on the five-yard line, the assault rifle primed in his arms, leeringly obnoxious in his confidence, waiting for the very last minute so he could clearly see the expression on her face as he killed her.

How many more steps would he allow her to take? How many more before the burst of light, the spasm of pain, and silence?

Twenty-yard line.

The Chameleon tensed imperceptibly.

And the still-advancing Mary Jane suddenly knew.

Of course.

This was a football field, where the distances were precisely measured.

The Chameleon was on the five-yard line. Like all human beings—even sick, twisted, evil, murderous ones—he probably possessed a healthy preference round numbers. Whether or not he realized it he could not avoid

being influenced by that. He'd cut her down when she was exactly ten yards away.

One more step and she'd be crossing that line.

She stopped just short of the midpoint between the ten and twenty-yard lines, avoided a buckling of the knees by sheer force of will, and made the timeout signal with her hands.

If that surprised him, he did not show it. Instead, he shrugged. "Nice try," he said conversationally. "But I'm not interested in negotiating. Come any closer and you'll still be the first to die."

He betrayed no sign of recognizing her.

Mary Jane swallowed, a sound that to her seemed louder than anything else in the world. "I'm not interested in negotiating, either. I just wanted to ask a question."

"If it's an appeal to my conscience, I'll execute you where you stand."

"It's not," Mary Jane said. Her voice sounded tinny, tremulous. She reminded herself that this was not acceptable, that this was a stage as surely as any theatre floorboards she'd ever walked, that the only difference between those shows and this one was the stakes riding on the performance—and felt all the strength she had empower her voice like a deadly weapon.

The Chameleon waited.

And Mary Jane asked the one thing that he never could have expected: a scornful, disgusted, "Was this really the best you could come up with?"

:25 P.M.

Across town, on the Manhattan-side tower of the Brooklyn Bridge, unaware that he'd just missed one hostage situation entirely, Spider-Man leaped into the cloud of billowing vapor Mysterio had just employed as camouflage. It was thick, black stuff, capable of swallowing light whole; it rendered Mysterio effectively invisible, even though that didn't provide much of a barrier to somebody with a compensatory spider-sense.

Spider-Man simply threw a punch where that spider-sense directed. His blow connected, eliciting a gasp that most insubstantial clouds find beyond their capabilities. Spider-Man accepted a glancing blow to the jaw in return; he had been able to tell, just from the tenor of the tingle at the base of his

skull, that it represented no serious threat, and he made no attempt to evade it —though it was no fun for a guy whose head was throbbing as much as his. He was too busy focusing on his spider-sense, intent on finding Mysterio, propelling him somewhere out of this muck, and webbing him into a nice immobile package for SAFE or the NYPD.

Then his spider-sense went absolutely nuts, warning him of sudden intense danger directly beneath him, and he cursed himself for failing to remember Mysterio's penchant for deathtraps. All at once, the subfreezing temperatures that had been slowing Spider-Man down all day were washed away by a wave of searing heat. He leaped straight up a fraction of a second before the vertical incendiary jets Mysterio had used to mine the tower could barbecue him alive; an agonizing pain in his right calf warned him that he had not been quite fast enough. The first thing he saw when he cleared Mysterio's smoke cloud was a spreading dark patch on his tights, right below the knee: the material there was not only smoking itself, but sprouting an ugly little flame all its own.

Somewhere below him, Mysterio was laughing. "It's like I've always told you, webslinger! Imagination has always been my key to victory!"

"I've seen your Hollywood work, Misty! Imagination and you aren't even distantly related!"

Spider-Man flipped head-over-heels as he reached the apex of his leap, firing not one but both webshooters at the burning flame on his costume. He did not tap the triggers delicately, to fire a perfectly-formed webline; he did not press them precisely or artistically, to form some more exotic structure like the hang-glider; he slammed those triggers hard, and held them all the way down, smothering the flame on his leg behind a messy glob of formless goo. His leg continued to feel like it was burning; only the lessening of his spider-sense buzz confirmed that he'd succeeded in damping the flame.

He landed in darkness again, immediately ascertained where Mysterio was now, faked a leap in that direction, then calculated where Mysterio was likely to dodge and leaped there instead. It was a sloppy jump; not only were his reflexes still suffering from his borderline concussion, but his injured leg spasmed just as he pushed off, throwing off his aim. He was still able to tackle Mysterio head-on. The two men tumbled head-over heels,

back into daylight, throwing and blocking a dozen punches even before they came to rest on the tower's edge.

Spider-Man ripped off Mysterio's helmet, revealing the hate-filled face of Quentin Beck. Mysterio kned Spider-Man in the belly. Spider-Man rammed Mysterio against the hard stone of the bridge. Mysterio magically produced a blade in a hand that had not been holding one before and drew a thin line of cold pain across Spider-Man's chest. Spider-Man backhanded Mysterio in his now-unprotected jaw—which should have knocked Beck silly, but which instead vividly demonstrated Spider-Man's own depleted condition by only splitting the man's lower lip.

He hesitated when he heard the shouting of troops down below. SAFE, taking the bridge and evacuating the hostages. He heard another sound directly above him, looked up, and saw Colonel Sean Morgan and Agents Rawlik and Siclari at the head of a SAFE aircar, grimly pointing their pulse rifles at Mysterio's head. The aircar piloted by Doug Deeley brought up the rear behind them; the affable pilot nodded as he brought his own weapon to bear.

Mysterio slumped, took a deep breath, and chuckled softly.

"Well, well, well," Spider-Man said. His voice sounded uncharacteristically ragged; he was no longer able to hide just how rocky he felt. "The cavalry. Good to see you, Colonel."

"From the looks of you, I don't doubt it," Morgan said, cementing his reputation as a man who never returned compliments. "Why don't you secure that guy so we can examine those wounds of yours?"

"My... pleasure," Spider-Man managed. He turned his attention back to Quentin Beck, who stared up him with the oddest expression on his face: not only his usual hate, but also amusement and—oddest of all, though Spider-Man did not quite want to think about it—affection. It was not the face of somebody who'd resigned himself to surrender. It was the face of a practical joker who was about to play his biggest trick yet.

Beck chuckled, and said: "Don't you remember what we promised you before? It will end... where it began."

Spider-sense screamed a warning.

And the Manhattan-side tower of the Brooklyn Bridge erupted with white light.

Spider-Man, who had sensed an immediate danger coming from Mysterio's costume but not known what it was going to be, rolled away from his captive in the instant before the flares built into the fabric went off. The glow was so intense that even an indirect glance brought painful tears to his eyes; he knew that a direct look, from pointblank range, might have done his vision permanent damage. Spider-Man recovered in time to examine the scene through a painful purple afterimage; he saw the helmetless Mysterio grin and scramble toward the edge of the bridge, dodging pulse bolts from SAFE'S also temporarily blinded marksmen. Their fire struck the bridge to either side of the fleeing villain, carving little craters in the bridge but missing him entirely; he remained untouched when he leaped off the edge, trailing a thick black cloud of theatrical smoke.

Leaping right through the friendly fire, Spider-Man followed his old enemy over the edge and saw nothing but a spreading ripple in the waters below. The thought of actually following Mysterio into that near-freezing current was enough to make his legs go weak; he probably would have done it anyway if not for the sudden absolute silence from his spider-sense and the lesson born of bitter experience that Mysterio, master of illusion, probably hadn't even hit the water at all. So he flipped in midair and caught hold of the tower wall. As he climbed up he saw what looked like dozens of SAFE commandos, climbing over the road barriers on the sides of the bridge; they were passing right through the formidable energy barriers without any apparent difficulty, then spreading out to see to the civilians who had imagined themselves trapped in their cars. Some of the commandos were clearly medics, racing from car to car to find the people most in need of immediate attention for hypothermia. Spider-Man saw one wrap a heavy wool blanket around a pathetically shivering middle-aged woman as she stumbled out of her Yugo. The medic spotted Spider-Man and gave him a thumbs-up. Spider-Man was too affected by the vivid reminder that real people were suffering today to be in any mood to respond.

Besides, the fresh wounds on his leg and across his chest were both killing him. Grimacing, he climbed back to the top of the tower.

Doug Deeley, who had set his own aircar on hover and hopped down to see if Spider-Man needed any help, kneeled and extended a hand when Spider-Man reached the top. Spider-Man was not quite shaken enough to need the assistance, but he appreciated the gesture and let Deeley help him up.

“You’ve picked up a couple more nasty-looking wounds since I saw you last,” Deeley observed.

“What... can I say? I’m a completist. I want one of everything.” Spider-Man peered down at the water. “He got away, of course. I’m batting 0 for 0 today.”

“So are the Sinister Six, for what it’s worth. Our intelligence confirms that you saved everybody held by Toomes and Octavius, and from what I see it looks pretty promising for all the people held by Beck.”

Spider-Man had never been able to find comfort in assuring himself that at least the very worst hadn’t happened yet. “That... only gives them reason to keep them trying ‘til they get it right.”

“Or until you clean their collective clocks,” Deeley said. “Like always.”

“Yeah.”

Morgan, whose irritated eyes were tearing furiously-making this, in Spider-Man’s view, probably the first time the spit-and-polish character had cried since somebody took away his napalm in kindergarten—marched over and said: “We don’t have time for self-pity or self-congratulation, people. This is still an active crisis.”

“And we all know how important it is for crises to stay active,” Spider-Man muttered. “They might get flabby and short of breath.”

Morgan’s glare indicated that he hadn’t developed any more of a sense of gallows humor in the past few hours; he almost snapped at Spider-Man, then apparently thought better of it and directed his irritation at Deeley, who was trying, not entirely successfully, to suppress a laugh. “May I remind you people that Beck still left a real mess behind him? We have a couple of hundred people down there who need to be evacuated to someplace warm for medical evaluation while we clear this bridge of vehicles and sweep the structure for any leftover traps or gadgets. Doug, I need to remain available to coordinate response to the next attack by the Six. I’m assigning you to

take command here, make sure the source of that phony energy field is shut down, authorize the reopening of the East River waterway, the Manhattan Bridge and the FDR Drive, and interface with the NYPD to get their help restarting and relocating all those trapped cars.”

“And then what?” Deeley asked with a straight face, perhaps proving that his time with the web-slinger had been a bad influence on him.

Ignoring him, Morgan reluctantly turned his attention back to Spider-Man, “As for you, hero, we don’t have any current reliable reports of Sinister Six activities, so I want you to swing over to the command post on the Manhattan Bridge for some first aid. I don’t know how long this lull is going to last, but I prefer you to be a hundred percent when it’s done.”

“I don’t think I’ll be a hundred percent ‘til Memorial Day, Colonel. And if I know the Six, they’ll be at it again before your people can finish brewing the coffee.”

“Nevertheless,” Morgan said, “you do look like a man who’s pushing his limits, and it’s good policy for you to take some minimum basic care of yourself. Want one of my people to fly you over there?”

Spider-Man thought about it for all of two seconds. “Not a bad idea,” he said. “But send that ride to the Brooklyn-side tower. I have something I want to do there first.”

He turned and leaped off the tower before Morgan could present any arguments, landing on his feet on the roadway, taking the entire length of the bridge in three great leaps. Each time he landed his head felt like somebody was playing the cymbals in there, and his leg felt like an elf with an ice pick had savagely jabbed him there to keep time. He barely heard the screams of the civilians who thought they were being attacked again, or the cheers of those who didn’t read the *Bugle* and could guess he’d played a role in saving them; he did notice SAFE giving oxygen to some of the frailer civilians, and cursed Mysterio for needing to feed his ego by bringing terror in the lives of so many.

He reached the top of the Brooklyn-side tower within seconds, just in time to see the holographic Gwen Stacy once again tumble over the edge. After all these years, the sight was still like a freshly-opened wound. It only took him a second of searching to find the hidden projector Mysterio had

set to constantly replay that terrible moment on infinite loop; he ripped the device from its moorings, knelt beside it, raised both his fists over his head, and smashed it flat in an instant.

The hologram died, just as the woman had died all those years ago.

Spider-Man's head felt wobbly. He thought of a beautiful young woman, with hair so blonde it was almost white and a faith in people so extreme that it had once been capable of taking his breath away. He thought of her laugh, which had been like wind chimes during a rainstorm... and he thought:

Gwendy.

When you were alive I thought that you were the only woman forme.

When you died I thought my world was over.

I was wrong on both counts, Gwendy. It took a long time, but I'm old enough now, and smart enough now, to know that whatever happened, things wouldn't have ever worked out between us. We were both young, and naive, and too much in love with being in love to realize that we were too different where it counted—you wanted a peaceful life, and I wanted crusades.

You wouldn't have been able to adjust to the kind of life I lead, the way Mary Jane has to each and every day.

That's not the only reason I'm madly in love with her; it's just one of the reasons why that love is possible.

But the way I feel about her now didn't stop me from loving you then, and it doesn't stop me from still missing you now.

I would have liked to still be friends with you, Gwendy.

I would have liked to see you live a long and happy life.

And whatever grudge they may have against me, the animals I'm, fighting today made a very big mistake by using your death like it was just the punchline of a sick joke.

I'm known for my wisecracks, Gwendy... with and without my mask... but I swear to you, right now, that this time I'm going to teach them the cost of dancing on your grave.

"Uh... Spider-Man?"

The web-slinger, who had been kneeling by the smashed projector, turned around and saw a lady SAFE pilot whose name badge read Annanayo, peering at him from the driver's seat of her hovering aircar. She seemed incredulous. "Are you... praying?"

Spider-Man thought about it, and said: "Yeah. I guess I am. Let's go see your medic."

12:14 P.M.

Mary Jane had just asked the Chameleon if this was the best he could do.

His eyes narrowed suspiciously. "Are you actually insane enough to insult me?"

Encouraged by his failure to shoot her immediately for her impudence, Mary Jane pressed on: "No, really. I want to know. Doctor Octopus blackmails the world. Mysterio extorts millions from the rich and famous. Electro blows up entire city blocks at a time. And you just wave a gun at a bunch of unarmed kids, like any other psycho with a gun fetish? How is that supposed to measure up?"

"It will matter little to you when you're dead."

"Nice sinister comeback," she said neutrally. "But I'm serious. I must have spent half the morning overhearing radio bulletins about your buddy threatening to blow up the Brooklyn Bridge. I live out in Queens, so you better believe that scares me. The commuter trains are crowded enough as it is. But really; how come you're not there threatening to blow up landmarks, like he is? How come you seem to be the only member of your little antisocial club who isn't out there in the streets fighting Spider-Man personally? How come you had to arrange things so your deadline would arrive when he was out there taking care of your bigger and tougher buddies? Are we really supposed to feel terror and awe of a guy whose great big master plan is to sneak onto a college campus and act like any other psychotic spree killer with a grudge?"

The cords in the Chameleon's throat had gone tight. "You're still going to die."

She snorted, beyond caution now, even beyond fear, pressing on recklessly in the awareness that she'd drawn blood. Whatever happened now, she'd succeeded in sinking a knife deep into the soft flesh of his deluded ego; her only chance to remain alive was to keep on twisting it. "I'll tell you what dirtbag—" and it was not hard to power her voice with contempt because the more she had to deal with this pig the more ridiculous he seemed; the myth of the honorable and noble super-villain with a code, so often espoused in some of the more pretentious paranormal-interest magazines who sometimes tried to hire her husband away from the *Bugle*, never seeming more wrongheaded than when she had to deal with somebody like the Chameleon to whom honor and nobility might as well be meaningless words in a language no longer spoken "—if you're going to kill us anyway, I'm not going to let you walk away from this believing in your own brilliance. I'm going to start walking again, and this time I'll keep walking until you let me go or shoot me. I'm going to show your master plan for everything it is." She spoke the next five words one at a time, like little explosions: "Petty. Shabby. Cowardly. Pointless. Pathetic."

It was 12:16.

There was no chance of Spider-Man, or any other rescuer, arriving in time to make a difference.

She resumed her advance.

The Chameleon leveled his AK-47 and fired.



Chapter Fourteen



Mary Jane shuddered when she heard the weapon go off. She was so certain that it was being emptied at her that for a heartbeat she also thought she felt the rounds cut into her flesh. She wondered if she would have time to know she was dying.

Then the evidence of her eyes caught up with her own immediate reaction to the sound, and she saw the reason she wasn't tumbling to the grass in a pool of blood. The Chameleon wasn't firing at her at all; he was firing over her head, strafing the grandstand to his right. She whirled automatically, and saw a distant figure —her multiply-pierced friend Matt Gordon-making himself as small as possible behind the first row of seats. Seat backs chipped and splintered as rounds struck home right over his head, but Matt was still moving at a speed-crawl toward the exit.

She didn't have time to figure out the long way what Matt was doing there, but the immediacy of the moment was such that the knowledge arrived by instantaneous revelation. Matt and the others had taken it upon themselves to amend her plan. They'd waited 'til the Chameleon's attention was fully focused on Mary Jane, then trusted in his momentary distraction to keep him from seeing a couple of people slipping into the stands. Those, people, the fastest and the bravest, were risking the booby traps the Chameleon had promised to try to slip past him and take him from behind. Mary Jane did not have time to scan the grandstand on the other side of the arena to confirm that there was probably another escape attempt going on over there; she only knew, with a cold and chilling certainty, that she had less than a heartbeat before one of the Chameleon's rounds found its mark in human flesh. Including, possibly, hers.

All that went through her mind in less than one second.

It was still 12:16.

Directly ahead of her, the Chameleon's eyes flickered toward her as he realized that she was the more immediate threat. He swung his weapon toward her, and sliced the air in half.

With time now slowed to almost nothing, Mary Jane dove low, beneath the plane of fire. She felt something hot zing through her flailing long red hair as she focused on the feet planted on the ground just ahead of her. Concussive fire struck the earth directly behind her as the Chameleon swung his weapon downward; speed-crawling now, aware that her life span was now measured not in seconds or in heartbeats but in the speed of thought she launched herself forward, refusing to let the descending arc of fire catch up with her before she caught up with him.

12:17.

At the very last second, the Chameleon seemed to realize that her suicidal advance actually stood a chance of succeeding. He took a single step backward, without relaxing his grip on the trigger-but by then it was too late, because she was already upon him, directly beneath his rifle as he fired rounds over her head.

She came up screaming, less out of fear or rage than sheer disbelief that she might get away with this. Her hands closed around his wrists. Her long fingernails cut painfully into his skin, as she struggled with all her might to force his arms and his line of fire further into the cold winter air. In an instant man and woman were both face-to-face, battling for possession of a weapon held high above both their heads.

She could hear screams from the home team end zone: some of them recognizable as the sound of friends crying out her name.

She screamed her throat raw, "*Now! Run!*"

The Chameleon tried to wrench his arms free, so he could once again bring the rifle to bear. His strength— not superhuman but substantial-surprised her; the force of it jerked her partially off her feet. She came dangerously close to falling. She took a step to compensate, then jammed her knee into his most sensitive place. The Chameleon grunted and stumbled backward. Still holding on to his wrists, Mary Jane allowed him to pull her along a step or two before kneeling him again.

Something hot tumbled against her back, bounced off, then thudded softly on the grass behind her.

The rifle. He'd dropped it.

Somewhere far behind her, dozens of people screamed. The screams had the special quality of massed voices approaching at top speed; they'd be upon her and the Chameleon in seconds. This was the most dangerous moment; if she let him past her long enough to retrieve his weapon, he could drop bodies all over the field. She had to put him down and make sure he stayed down.

She tried to cripple him with a stomp to the foot but miscalculated and stamped only brittle, dew-stiffened grass. He spun her around, breaking her grip on his wrists. It was a perfect opportunity for him to shove her aside and go for the gun, but the red-hot bloodlust was so much upon him now that he just groped for her neck. His fingers closed around her throat, and his thumbs pressed hard into her windpipe.

"You!" he cried.

Mary Jane stumbled backward, stunned by the single-mindedness of the hatred in his eyes. She could tell, without being told, that whatever damage had been done to his memory, whatever prognosis he had for full recovery, he now remembered (if only for this moment) how thoroughly she'd once humiliated him. At this one moment in the Chameleon's life, killing her was more important than anything else: more important than Spider-Man, more important than his partners, more important than his awareness that a mob of fleeing hostages would be upon him in seconds. The resolve gave him a maniacal strength he had never possessed before. The berserker rage in those hands was capable of anything—even breaking her neck.

"That does it!" he shouted at her. "I'm setting off those bombs right now!"

12:18.

Mary Jane made no attempt to pull those hands from her throat. Instead, she brought her own arms up and over, reached for his mask, and drove her thumbs into his eyeslits.

The Chameleon yowled, let go, wavered, stumbled backward, threw an ineffectual punch which she easily countered, and tried to dive for his

weapon.

Some of the faster runners were passing by now, too overcome by panic to even consider helping her. As she jumped ahead of the Chameleon, cutting him off, she saw that some of the others had changed course to come to her aid. They'd be here in a heartbeat. She heard a distant muffled explosion, felt the shock wave traveling through the ground right through the soles of her fashionable black boots, and knew that it was the first of the bombs, going off. From the increased volume of the screams rising all around her, her fellow hostages knew it too.

What had he said? That nothing on the far side of the stadium was going to survive?

The Chameleon tried to tackle her.

She hauled off and punched him in the jaw, not once, not twice, but five times in rapid succession, winding up each blow even as the last one was striking home. It must have been the beating of his life, even by the standards of a guy who got beaten up regularly; the Chameleon kept trying to fall, but the force of her punches kept jerking him to his feet again.

A distant *whump*, and a ball of flame rose from the grandstand. Shock waves flew across the sod, sending some of the escapees flying. Two of those had been men rushing to her aid. Dazed rather than wounded, they got up, dazed, unsure what to do.

Another explosion; this one toppling the home team goalpost. Followed by another half dozen in rapid succession, turning the other half of the field into a rapidly expanding cloud of dust. Clods of dirt pelted the ground like artillery shells.

Her fellow hostages were really screaming now, this time with the awareness that the shrapnel was flying, and that their lives could be measured in the inches of difference between safety and ventilation by hurtling debris. Matt and Fern and a couple of others arrived beside her and tugged at her arm; she shouted at them, unsure that anybody else was still capable of hearing her, *"Never mind me, just keep running!"*

"Mary Jane, he's down! You don't have to—"

"Just go!" she shouted. She had no intention of abandoning the Chameleon so he could get away again.

Another explosion, frighteningly close. She stumbled blindly to stay on her feet, and could not find her helpful friends in the clouds of dust that suddenly surrounded her on all sides. One running figure collided with her. She almost fell over, almost whirled with the certainty that it was another attack, then saw that it was one of the men, trying to drag her to safety. She brushed him aside, shouted, “Go!” and scanned the area for the Chameleon, who she’d just lost in the confusion. She couldn’t see him. At least, she couldn’t see anybody who looked like him; with all these shouting figures running for their lives, he could have been anybody. She took a step, stumbled as another shock wave hurled her to the ground, then shakily got to her feet as Matt Gordon stopped beside her to help her up.

Another explosion—the biggest yet—ripped a great big gaping crater in the grandstands, hurtling metal seats like missiles. Her sense of self-preservation took over. “We’ve got to get out of here!” she shouted. “The bombs will be going off directly underneath us next!”

Matt shouted back—“Come on, I’ll help you!”—then surprised her by growling and going for her neck again.

It wasn’t Matt.

She saw the attack coming and ducked beneath those grasping fingers. His hands caught hold of her long hair. She grimaced at the sudden pain and drove the heel of her boot into his knee. He fell, pulling her on top of him. She took advantage of the moment to drive both elbows into his belly. He released her hair. She pulled herself up, felt the heat from a closer explosion ripple unpleasantly against her back, and elbowed him in the midsection again and again, shouting in time: “I! Am! Thoroughly! Sick! Of! You! People!”

Another explosion—this one so close she could feel it in her teeth—reminded her she had to get out of here. She lurched away from the still struggling villain, evaded him as he grabbed for her again, and aimed herself at the exit beyond the goal post, a small rectangle of order in the midst of a universe of roiling chaos. It wasn’t that far away, but she privately gave herself fifty-fifty odds of getting there.

When the real Matt Gordon met her halfway to help her find the way out, he could not know just much he owed to her capacity for thinking

clearly even in crises. Had she not been able to reason that the Chameleon couldn't have gotten ahead of her again this quickly, she might very well have put the well-meaning young actor in the emergency room.

Not long after she and Matt got out—the last to get out—the genuinely heavy explosions began.

The Chameleon's piteous trapped screams remained audible until the structure collapsed in on itself, like a closing fist.

P.M.

Arnold Sibert, the movie reviewer and editor of the weekend entertainment supplement for the New York *Daily Bugle*, hummed to himself as he rode his employer's notoriously rickety elevator up to the tenth floor city room. He knew he shouldn't be as happy as he was: he'd had recent unpleasant history with the super-villain known as Mysterio, had just begun romancing a woman who had lost her father to the lunatic's last rampage, and had every reason to be terrified now both for himself and for her now that the nutball in question was back in town, wreaking havoc with five of his equally maladjusted friends. The Arnold Sibert of two weeks ago probably would have been on a flight to Bermuda by now. The Arnold Sibert of today felt so curiously fearless that at least two times this morning he'd had to restrain himself from walking and talking like John Wayne.

Walking like John Wayne, he knew, is always a mistake when you look more like Wallace Shawn. Even if, as in Sibert's case, you happen to be in the kind of mood where you don't care.

The elevator doors opened up onto the tenth floor city room, and a blast of cold air set Sibert's teeth to chattering. The security guard downstairs had warned him to keep his coat on: the outer wall shattered by the Sinister Six yesterday was still only a sheet of hastily-erected plastic sheeting today, and the temperature inside the city room, maintained by space heaters, remained, if not freezing, then at least twenty degrees colder than normal. The place was still the madhouse it always became during a volatile citywide crisis: as far as Sibert could see, people were shouting into phones, racing to and fro, and cursing their computers for the typos produced by clumsy hands. But they did it in coats, and sometimes in gloves, and more than one cubicle rang with the Dickensian sound of strained bronchial

coughing. Sibert waved at the always-frightening advice columnist, Auntie Esther, who, suffering through the usual whining correspondence from her readers, merely scowled back. As always, her pursed lips held a Marlboro dangling an unbroken ash of a length that testified to inertia being a more powerful force than gravity. Sibert would have stayed to witness just how long she could keep it up, but he had other places to be.

Further into the newsroom, he nodded at Billy Walters, typing away at one of the few unoccupied desks, and Ben Urich, who was on the phone pursuing a lead in the cagey, almost-whisper that indicated contact with his one of his legendarily impossible sources, and Betty Brant, who was currently demonstrating the veteran reporter's knack of being able to type first-draft prose at secretarial speeds while simultaneously engaged in a telephone conversation on a completely different subject entirely ("No, Hash. I'm busy. Flash. I have a deadline. Flash. Can you possibly call me back a little later. Flash?") Sibert hesitated at the center of this whirlwind of activity just long enough to triangulate the source of the muffled yelling that informed the scene like background music, determined that it was coming from the the rarely-used conference room, and immediately changed course to intercept.

Before he could get there, J. Jonah Jameson stomped from that room with all the delicacy of a rhino, his mood best discerned by the severity of his hunched-over posture. (When Jameson was happy about something, his stride resembled the letter "I"; when not, the diagonal slash "/".) His craggy, crewcut head preceded the rest of him like a battering ram intent on clearing a path for his matchstick shoulders; his usual cloud of cigar smoke trailed behind. His only concession to the cold was a thin gray sweater. "Spider-Man!" he shouted, the very word a curse inflicted upon the less-than-sympathetic heavens. "Spider-Man! Spider-Man! Spider-Man!"

The various reporters typing away at their desks didn't even look up at this interruption. They'd all heard it before. *Spider-Man. Yeah. Right Sure. Thanks for the input*

Joe Robertson, who had followed the irascible publisher out of the conference room, seemed perfectly calm. But then, he always was during Jameson's frequent tantrums; indeed some longstanding employees around the paper had been known to wonder whether his ability to maintain both

his dignity and his air of equanimity qualified as a mutant power. He responded calmly, betraying no stress at all as he thumbed the fresh shag tobacco in his ever-present pipe. "Like it or not, Jonah, we do have to report the news, and he does seem to be the man of the hour. Some experts predicted dozens of dead today, but so far the man's driven off half the Sinister Six without a single casualty."

Jameson whirled on his heels. "And don't you find that awfully convenient, Robbie? Don't you see that the wall-crawler and his buddies in the Sinister Six must have choreographed this whole farce just to make him look good?"

As far as the eye could see, reporters remained focused on their typing. *All a Spider-Man plot. Yeah, right. Sure. Thanks for the input.*

Robertson remained focused on his pipe. "I'm not going with that angle, Jonah."

"I pay the bills around here, mister! And I tell you what angle we run!"

"You pay my salary," Robertson said, "to make sure our angle bears some resemblance to reality as we know it. And I'm afraid I can't allow this paper to take the position that the Sinister Six, who have together and separately tried to kill Spider-Man time and time again, are now calling so much attention to his occasional failures because they somehow think that's a way to make him look good. Whatever else you think of the wall-crawler, Jonah, that simply makes no logical sense at all."

Jameson exhaled a tiny mushroom cloud, his only concession to the explosion he might have preferred. "I don't care! I still won't run a headline glorifying that masked weasel for encouraging a grudge match that's torn apart half this city!"

Robertson refrained from pointing out that this way of describing the situation completely contradicted the spin Jameson had given it only a couple of conversational exchanges either. He merely lit his pipe, puffed out his own matching cloud, and said: "I don't see any evidence he encouraged it, but I suppose that's beside the point. In any event, you don't have to glorify him. You can take your usual anti-vigilante stance, if you have to. Even blame him for being the famous gunfighter the bad guys have to come to town to fight. Say he attracts trouble. I don't particularly agree with you,

but at least that position can be reasonably argued.” He puffed twice, and said: “Which still doesn’t change the fact we can’t avoid in our coverage — that, today, at least, he’s the one who’s been out there all day, stopping these maniacs from killing people.”

“I don’t want to make him a hero!” Jameson bellowed.

“*You* didn’t,” Robertson said softly.

It was the kind of answer Robertson could count on Jameson taking the wrong way, even as everybody else in earshot picked up its true meaning. As half a dozen nearby *Bugle* staffers covered their smiles with gloved hands, Robertson glanced at Sibert, who was at that moment manfully suppressing a grin of his own, and nodded.

Sibert nodded back, but didn’t say anything; as confident as he felt today, this was still the *Bugle*, where one did not interrupt a Jamesonian rant unless one had damn good reason. So he just leaned against a composing desk and waited.

After a couple of seconds, Robertson said: “And there’s something else you might want to consider today.”

“What?” Jameson demanded.

“Something Octavius said last night—that your crusade against Spider-Man helped him come up with the idea for this Day of Terror. Do you really want to call undue attention to that capitulating to those terrorist maniacs by making this the kind of story they specifically said they want?”

There was a moment of eloquent silence.

When Jameson spoke again, he was no less angry than before, but he’d clearly been dragged down to the frontiers of rationality by Robertson’s steadying words. “I still don’t like it,” he muttered, so quietly that only Robertson and Sibert (who he hadn’t noticed standing nearby) could hear him. “I don’t care what angle we take on him—showboat, freak, or menace—the point is, the second you start glorifying a maniac tike that treating his grudge matches like they really matter, then you also start declaring everybody living a normal life just plain irrelevant.”

Sibert didn’t see how that followed at all, but he could see that Jameson believed it—and that the belief was powered by a wellspring of raw human

emotion. For a moment, he sensed himself on the verge of understanding the obsession that had baffled most of Jameson's friends and associates for years.

Then Jameson came to a decision. "Bury him inside. If we can't attack him outright today, then at least we can find an angle without him."

"That's a tail order," Robertson said. "He's at the center of it."

"I don't care. Find something."

Sibert taking his cue, covered his mouth with his hand and coughed.

Jameson's head swiveled, his eyes narrowing as he noticed the hovering movie critic for the very first time. "Sibert," he said, with enough bemusement to leaven his usual kneejerk hostility. "What in creation are you doing here? Shouldn't you be in some screening room, reviewing some Czech film about a yak or something?"

For years, most of Jameson's gibes at Sibert had involved Czech films about yaks. This derived from separate coverage Sibert had once given a Czech film festival and a documentary about yaks; both stories had unfortunately run the same day, leaving Jameson, (who tended to nurture his prejudices like beloved family pets) the vague impression that Sibert was always cluttering up the entertainment page with stories about Czech yak movies. Sibert, who had long ago given up correcting him, said, "I wanted to propose a story about Mysterio."

Jameson grumped. "How can you do Mysterio without doing Spider-Man? And what do you think you're doing, suggesting stories when you don't work hard news?"

"I usually don't," Sibert agreed, "but the research I did during his last rampage is still valid, and I already have pages and pages of data on how his special effects illusions work. It only took me a couple of phone calls to my friends at Industrial Light and Magic to put together a pretty good model of how he probably managed his Brooklyn Bridge stunt; I can probably have the precise details by deadline. And as for how you can do Mysterio without doing Spider-Man... well, the man did manage to hold back both SAFE and the NYPD for hours, just on the basis of a spectacular bluff, and that strikes me as pretty significant."

Jameson looked hungry. “You may be on to something, there; a story like that can nail SAFE to the wall. Wasteful government spending, and all that...”

“Oh, come on!” Robertson protested. “We have no direct evidence of waste in SAFE’S budget—”

“They spend billions keeping an aircraft carrier floating above a city already serviced by three major airports! If you don’t think that’s wasteful —”

“Mr. Jameson!” cried Vreni Byrne, as she rushed over from her desk.

Vreni was one of the *Bugle*’s younger but more talented reporters, whose accomplishments in the past had included exclusive coverage of an attempt to blow up the Space Shuttle. Sibert had been an avid follower of her series of articles on the federal grand jury handing down indictments against the now-imprisoned ringleaders of the racist/terrorist militia known as Liberty’s Torch; as she had always struck him as a gutsy, levelheaded observer, with little tendency to sensationalize the facts or inflate her stories until they seemed any more important than they inherently were, the stricken expression on her face could only be bad news.

Sibert, who had never quite managed to develop the psychological quirk that permits news people to relish the arrival of headline-quality awfulness, did not want to know what she was about to say.

Robertson looked apprehensive too. “What is it?”

“We just received a bulletin,” Vreni said. She was far from hysterical—was not in fact the type to become hysterical—but the enormity of what she was about to report had shaken her. “The Chameleon just blew up the stadium at ESU.”

The moment of silence that followed was not quite total: the newsroom was always clattering with ringing phones, clattering keyboards, and reporters scrambling to organize material that may have been exhaustively researched but was never quite complete. But in that moment the assembled *Bugle* staffers all held their breath, caught in the familiar tug of war between appreciation of a major story and simple human apprehension over tragedies still in progress. Joe Robertson’s voice turned uncharacteristically tight as he said, “Please tell me it wasn’t filled with people.”

“No,” she managed. “My source on the bomb squad says he had about forty hostages trapped there, until somebody beat the tar out of him and rescued them all.”

“Spider-Man again?” Robertson asked.

Sibert, who couldn’t help noticing that J. Jonah Jameson seemed stricken by the very possibility, found himself freshly aghast at the degree to which his employer’s hatred of the wall-crawler sometimes seemed to override all other human considerations. He almost snapped that he didn’t care who the rescuer was, as long as the hostages were safe—an outburst that would have been totally at odds with his usual mild personality—but Vreni spoke before he had a chance:

“No. One of the hostages.”

Sibert’s anger died aborning. “A hostage?”

Glory Grant who had just returned from her latest errand in time to hear the news, repeated: “A hostage?”

Jameson could barely contain his glee. “What kind of hostage?”

“An off-duty cop?” Robertson mused. “A campus athlete?”

“Who cares?” Jameson clamped his cigar between his teeth and puffed out his most noxious cloud of the day. “It’s an angle! A beautiful angle! We can run a front page about the courage of a common man with the moxie to stand up to Octavius and his goons! Byrne, I want the name of that hostage! And a head shot, too! I’m going to put him on page one!”

“The police haven’t released the name yet,” Vreni said.

Jameson’s cigar flared. “You have two minutes to get it or you’re fired.”

Vreni, who, like most long-term employees of the *Bugle*, was well-used to being fired on a dairy basis, merely blinked and said: “As long as you ask so nicely...” before rushing off to commit the usual miracle under the ax.

Jameson watched her until she hijacked a portable phone off the nearest desk, then puffed out another cloud, discovered Sibert again, looked momentarily confused, processed the information that he still had a program running in that window, and said, “Right. The SAFE story.”

“I didn’t propose a SAFE story,” Sibert said. “I proposed a Mysterio story. The special effects he used to pull off that hoax at the bridge—”

“A worthwhile sidebar,” Robertson said. “Nice thinking, Arnold.”

Jameson switched tracks again. “Yeah. Nice going. You’ll do ten grafts on the magic while we point Urich at the expose. That sound good to you, Robbie?”

Robertson coughed. “Need to check, Jonah. Urich has a lot on his plate right now, but if we can clear him for this SAFE story in the wake of today’s crises—”

“Do it,” Jameson said. He puffed out yet another cloud and then discovered Sibert again. His internal hard drive whirled while he reopened that window. “You,” he said, as if astonished to discover that Sibert was still there. “Didn’t we just authorize your story idea?”

Sibert, who had been momentarily stunned into immobility by Jameson’s mercurial changes in mood, managed a stammering, “Well, I wasn’t sure—”

“Get sure!” Jameson bellowed. “This is a newsroom, not some foreign twaddle about depressed yaks! I don’t come equipped with subtitles so you can take notes while listening to me! Go get yourself to a desk and a phone and don’t come back until you have a story I can use! Move! Move! Move!”

Sibert almost turned and ran. It was a galvanic response, spawned by some unholy connection between the specific raspy tenor of Jonah’s voice and whatever part of his own neural hardwiring still remembered what it had been like, so many millions of years ago, to be an unusually intelligent tree shrew fleeing from the hungry jaws of larger predators. He might have taken the two flights to the entertainment reference library at a gallop, probably wondering every step of that distance why anybody sane would ever want to work for this man—but then he saw Vreni Byrne, who was returning from her desk with an even more shaken look on her face, and he froze before taking a single step, unable to leave until he heard the second shoe drop.

Robertson said: “What?”

Vreni was so dazed she could barely get the words out. “Jonah... I used up a couple of favors and got the name of that civilian.”

“Well, don’t just stand there!” Jameson snapped. “Tell us the guy’s name!”

“It wasn’t a guy. It was... Mary Jane Watson-Parker.”

It was a perfect example of the annoying natural lulls that occur in any noisy environment where ambient sound suddenly stops in time for a critical sentence to carry to every nearby set of ears. At least two people, drinking coffee at their desks, did spit-takes. The news was enough to knock even Jameson off his stride. He practically whispered: “*Our* Mary Jane? Peter’s wife? The one who always calls him that stupid nickname, whatever it is? That one?”

“I’m not aware of any others, sir.”

This time, astonishingly enough, Jameson beat Robertson to the paternal show of concern. “Is she alright?”

“Apparently, nothing more than minor bruises,” Vreni said. “But get this. From what my source says, the people she saved all agree they saw her giving the Chameleon the beating of his life.”

There was another pause as the assembled 8ug/e’s staffers absorbed this. There were some laughs, some mutters of admiration, even a couple of high-fives—but the overwhelming shared emotion was retroactive relief. Somewhere in the hubbub, Glory Grant flashed the dazzling smile that had been a major asset during her own brief modeling career: “I do declare, I’m gonna have to go power shopping with that girl.”

Jameson, on the other hand, was almost plaintive; the bluster that seemed to characterize his every waking moment had all fled him at once, replaced by the pained confusion of a man who needed all his concentration just to parse the impossible. He practically whined: “I don’t get it Robbie. She was involved in a couple of major fights with Mysterio a little more than a week ago. Now she’s fighting the Chameleon. That’s not supposed to be the kind of thing that happens to fashion models and actresses. What’s with her, anyway?”

Sibert, who had witnessed Mary Jane in action during the chaos at Brick Johnson’s funeral and would not have been surprised to hear that she’d successfully taken down Doctor Doom, attempted a joke: “Maybe she’s really Spider-Man.”

For one terrifying heartbeat Jameson seemed to be giving that serious consideration. Then he rebelled, shaking his head with an insistence that suggested he was trying to ward off demons. “No. Absolutely not Impossible. No way. I’ve seen both her and Spider-Man dose up. They both wear skintight clothing. You can see... enough for me to know... you are not getting me to believe that he could manage that trick.”

Auntie Esther, whose cigarette ash was now precisely three times as long as the laws of physics permitted, wandered by with a coffee cup just in time to deliver the coup-de-grace: “You never know, Jonah. It might be a superpower we didn’t know about.”

She was gone before anybody realized that they didn’t dare react.

Then Jameson, predictably enough, started yelling: “Gaaaaaaaahhh! Thanks a lot, lady! Like I really needed that image ruining my appetite and disturbing my sleep for the rest of my life! And get those smirks off your face, everybody! We’re still racing a deadline here!”

As Jameson and Robertson began distributing fresh assignments in light of the explosion at ESU, Sibert smiled and began to make his way toward the exit. He was glad he’d hung around long enough to hear Vreni’s bombshell, and Jameson’s reaction to it; not only did he now have the added Up of being able to feel inordinately proud of a friend, but he’d also—if only briefly-seen the human side that made it possible to regard Jameson as something more than just a perpetually shouting ogre. He was also looking forward to working on his story; hard news may not have been a venue he wanted to work every day, but he spent so much time in dark screening rooms watching movies for a living that he relished the occasional chance to exercise his rarely-used reportorial skills. He wondered what Angelique would say when—

—when—

—he stopped midway across the city room, uncomfortably aware that something was wrong.

He didn’t know what it was.

But there was a strange old man standing in the swinging doors to the hallway.

The old man was very tall, and despite his age, which Sibert estimated to be somewhere in the late eighties, very hearty-looking; though he was standing completely still and therefore providing no context in which to judge, the silver-handled walking stick upon which he rested both delicate, liver-spotted hands seemed more an affectation of status than a physical requirement of infirmity. He was certainly prosperous-looking, as well; his precisely tailored black suit, his bejeweled fingers, and his fur-lined camelhair coat, bespeaking a man who could spend more on what he wore on any given day than most people spent on rent in any given year. But that was not what had stopped Sibert cold, so much as the death's-head maliciousness of the old man's smile, or the murderous triumph in the old man's eyes.

Sibert, who had ail-too recently seen a murderer brag about the death he had caused and the deaths he still intended to cause, had just enough time to recognize that he was once again looking into the face of evil. He almost cried out.

Then the world exploded.

A wave of hot air, striking him from behind, knocked him off his feet and to the newsroom floor. He heard screaming mingle with the sounds of shattered glass, heard somebody cry out, "Oh, no! Not again!" and, prone on the ground, surrounded by flying paper and frigid wind, belatedly remembered the grim promise Doctor Octopus had been reported to make just yesterday afternoon, in this very same room: *It shall end where it began.*

Nobody had put it together enough to realize that the Day of Terror had begun with the official announcement.

Here.

In this room.

Sibert grabbed his eyeglasses, which had not only fallen off but popped out the frequently-wayward right lens, and placed them back on his nose again. Then he reached up, grabbed the corner of a nearby desk, and painfully pulled himself to his feet. What he saw was blurred not only by flying dust, and his own nearsightedness in one eye, and the fog that had misted the intact lens over the other, but also by unbidden tears. But he

could see well enough to tell what was happening, behind the dust, and the bedlam, and all the terrified people so unsure that they were going to live past the new few seconds: five familiar figures, emerging from the wreckage that had been Jonah's office until their last invasion only one day before.

Mysterio, wafting in on a cloud of vapor: flapping his cape flamboyantly, like the showman he was.

Electro, riding in on a bolt of blinding light; chuckling to himself as he blackened a nearby desk just to prove he could.

The Vulture, flying in near the ceiling; licking his lips hungrily, as if anticipating a meal of fresh carrion.

The new member, Pity, somehow giving the impression of infinite reluctance even as she leaped past her teammates to cut off a pair of clerical workers who'd attempted to dart for the fire exit.

And Doctor Octopus, striding in on his own two feet, while directing his awful tentacles to begin gathering up hostages from all four corners of the room.

The temperature had dropped to near-freezing again, thanks to the shredding of the pathetic plastic sheeting Jonah had ordered erected over the crater torn in the wall only yesterday, but neither Sibert nor anybody else needed the cold as an excuse to shiver. Far from it The story had just reentered their own lives again. And as the pincers at the end of one of one of the Doctor's tentacles seized him by the wrist and pulled him toward the terrified, sobbing mass of humanity that had just become imprisoned at the center of the room, Sibert had time to think only one determinedly upbeat thought. *At least there are only five of them. Mary Jane gave us that much. We only have to deal with five.*

Big deal.

Any individual one of them was powerful enough to kill everybody here.



Chapter Fifteen



1:35 P.M.

A lull in the fighting.

From one end of Manhattan to the other, the sound of paranormal combat had almost completely ceased. It never stopped completely, alas; in a city as filled with heroes and villains as Manhattan, there's always somebody beating up on somebody somewhere. As it happened, the Rhino was currently taking out his frustrations on a barroom jukebox in the Village, and the Avenger named Hawkeye was currently whupping the tar out of the recurring bad guy named the Candyman in Washington Heights. But the all-out chaos that had characterized the worst of this Day of Terror seemed to be taking a deep breath. Live coverage of the ongoing crisis had to content itself with updates on the cleanups at ESU and the Brooklyn Bridge, and occasional sexy clips of Mary Jane Watson-Parker playing Emma Steel in the last *Fatal Action* movie.

Some people began to wonder if it was over. Jay Sein and Cosmo the K, bereft of new developments, found themselves resorting to banter about how come today's malefactors had called themselves the Sinister Six when only four of them had even bothered to do anything. "If these guys want to ruuuule the world," Cosmo opined, his famous voice dripping with sarcasm, "maybe they should first learn how to count."

Jay Sein chuckled. "You think?"

Very funny. "Dumb super-villain" jokes are always funny. The humor sections in bookstores are stocked with entire volumes of them.

But the lull was only a gathering of forces. It ended when, at 1:47, an impenetrable darkness swallowed the midtown offices of a certain major metropolitan newspaper.

Time for the final act.

:03 P.M.

Riding a SAFE aircar to the site of the *Daily Bugle* building, Spider-Man couldn't remember the last time he'd felt quite this miserable.

Ninety minutes of taking it easy at the SAFE mobile command post, sipping coffee and enjoying Agent Clyde Fury's astonishingly tasty mulligatawny soup ("It's the way I grind the spices," Fury volunteered, as if expecting the injured super hero to take out a pad and pencil and scribble down the full recipe for future reference), should have left him energized, ready for anything; but the battering he'd taken all day long had instead left him washed-out, wasted, and as stiff as only several hours of being slammed into buildings can make a man in this line of work. His head was achy, he felt the beginnings of an ominous tickle at the back of his throat, his arm and his chest stung painfully from the places where Octopus and Mysterio had succeeded in drawing blood, and his right leg was badly blistered from the incendiaries on the Bridge.

He'd also heard about Mary Jane's adventure at ESU, and immediately pumped the agents tending him for confirmation that "all the hostages" were all right. Even when he'd found out Mary Jane was physically unharmed, he desperately wanted to go to her, and comfort her, and find some impossibly unhypocritical way to chide her for taking so many unnecessary risks. Instead, he'd been forced to content himself with a SAFE vid-link to the cops at the scene, who had after some prompting agreed to put Mary Jane on the phone so Spider-Man could "ask her some questions" about any information the Chameleon might have slipped before the bombs went off. Spider-Man and Mary Jane, both remaining in character as people who had met each other a couple of times in the past but were not even remotely friends, had drawn out this long-distance "interrogation" far longer than the exchange of tactical information could have possibly merited; the eventual conclusion, that the Chameleon hadn't said or done anything that seemed a relevant clue to the larger plan, must have seemed

hardly worth the trouble to the cops and SAFE agents monitoring the whole thing. But then, they couldn't have known the real unspoken point of the conversation: *Thank God You're Okay. Thank God You Are Too. Be Careful. I Love You.*

Spider-Man knew she didn't get an adrenalin charge from danger, like he sometimes did. She'd pay for those few moments of incredible courage with shaking and tears later. It was another debt he looked forward to paying back to the Six.

With Deeley still occupied with the endless postmortems at the bridge, and Sean Morgan having flown ahead to check out the situation at the *Bugle*, Spider-Man's chauffeur on this particular flight was Walt Evans, a sandy-haired, bespectacled agent whose resemblance to a beefier Woody Allen had led him to the false conclusion that he had a workable sense of humor. Mindful of Spider-Man's jocular reputation, he kept up a steady stream of unfunny wisecracks throughout the entire flight, culminating in his reaction to the first sight of the jet-black monolith that seemed to have taken the place of the *Daily Bugle* building. "Bet you're happy about that," he said.

Spider-Man wanted to tell the guy to shut up. He wanted to protest that he had friends in there. But he knew he had no right to make self-righteous complaints about people who joked their way through deadly situations, so he merely said: "Uh huh."

The zone of darkness, no doubt cast by Pity, was as smooth as an obsidian wall, and affected an area extending ten feet into the street. Arcs of lightning, no doubt contributed by Electro, snaked jaggedly around the edges. As Evans headed for a landing, twenty yards from the place where the building's revolving front doors sat wrapped in blackness, Spider-Man saw that the entire surrounding block had been evacuated; crowds of heavily-dressed onlookers, hoping to see some action, were jostling each other behind police sawhorses at both opposing intersections. He saw several people filming his arrival with camcorders, several others holding up cardboard signs that expressed a wide variety of sentiments from support for Spider-Man to support for J. Jonah Jameson, to spiritual messages. There were even a couple of "Hi, Mom!" signs. The street itself had been cleared of civilian automobiles, and was now teeming with uniformed

police officers, SAFE agents, and grim-looking people in suits. When Spider-Man spotted Sean Morgan shouting something unpleasantly official at a burly, moustached fireplug of a plainclothes officer who seemed about to belt him, he didn't wait for Agent Evans to find someplace to hover; he leaped from the aircar three stories above the pavement rebounded off a lamppost and landed in a crouch by the Colonel's side.

At both intersections, onlookers went "Ooooooh," which made Spider-Man wince, since under the circumstances, putting on a show was the furthest thing from his mind. He nodded at Morgan, said, "Colonel," then acknowledged the red-faced fireplug of a cop with, "Detective."

The fireplug returned his nod, and greeted him in the same tone of voice: "Fruitcake."

Spider-Man, who should have been used to disrespect by now, was taken by surprise by that one. He said, "Sorry, you must be mistaken. I haven't been around nearly as long as most fruitcakes."

The fireplug looked him up and down. "Twinkie, then?"

Morgan, who appeared to have been more than slightly aggravated by this particular cop already, blew up. His words became little explosions of condensation as he shouted: "I have had more than enough divisive garbage out of you, Sipowicz! Like it or not, SAFE has been granted full tactical jurisdiction here, and Spider-Man has been operating with our full support! You will either treat him with respect or you wilt report back to your squad! Is that clear?"

"Oooooh," the fireplug said, "I'm shakin' in my booties. Lemme know when Lance Link shows up, okay?" But he withdrew, not completely off the site, but behind a squad car where he stood muttering derisively at the battle garb of the SAFE agents setting up a firing position directly across the street from the *Bugle*.

Morgan made sure he was gone before taking a deep breath. "You don't have a lot of friends on the NYPD, you know that?"

"I have a few," Spider-Man said, mentally reminding himself to add this morning's Captain Anthony Scibelli to the short list. "What's the story here?"

“As near as we can piece together, Octavius and his cronies—excepting the Chameleon, who’s apparently still missing in action from the explosions at ESU—seized the building an hour ago. They managed to keep it under wraps until they solidified their positions, then released everybody in the lower nine floors, keeping an unknown number of hostages in the tenth-floor city room. The zone of darkness went up about fifteen minutes ago; since then, they’ve been firing lightning bolts at anybody who approaches within ten feet of the front entrance. They say they’ll start killing hostages the second anybody other than you tries to come in. They said that if you arrive you’ll be allowed free passage through the front door... as long as you’re not wearing the communicator we issued you.”

“Swell,” Spider-Man muttered. He rubbed his throbbing head, suppressed a shiver as a blast of cold air cut right through the thin cloth of his costume, and said, “Anything else?”

“This.” Morgan fished a crumpled sheet of fax paper from a vest pocket of his battle suit. “They’ve spammed this email press release to every newspaper, magazine, and TV station within fifty miles of here. It summarizes their mindset, if you can call it that, about as well as anything could.”

Spider-Man took the wrinkled sheet and read it quickly. Nothing in it surprised him, given the people he was dealing with—but every word added to the bad feeling that had been growing in his belly since the moment he’d first learned just where the Six had decided to make their last stand.

The Daily Bugle building has always been the scene of Spider-Man’s greatest failure: his reputation. Here, in this place, the minions of Jameson spin the words that have kept him a hunted, friendless outcast. Here, we will bury the man in the place where the press has buried his dreams of glory.

And then we shall execute everybody in the building.

It is unfair, we know; in light of the damage this place has done to Spider-Man’s life, we his enemies should feel nothing but heartfelt gratitude. Indeed, we discussed the possibility of awarding Jameson the wall-crawler’s head.

Alas, several of us have also been wronged by this place, in this place and we are all looking forward to the opportunity to rectify those injustices

as well.

Here, it ends.

There were no signatures. None were needed.

Spider-Man was reading the fax a second time, searching for some kind of clue or giveaway reference that might help him survive the battle to come, when Morgan rumbled, “We’ve found an old utility tunnel linking the underground press room with the adjacent building. We could flood the offices with a harmless nerve gas that would render everybody in the entire structure unconscious in less than two minutes.”

Spider-Man did not look up from the fax. “Except that Mysterio’s costume comes equipped with its own air supply.”

“Its own limited air supply. Which he only activates if he realizes what’s happening to him.”

“Right But you know how long two minutes can be whenever lives are at stake. Even if we were lucky enough to catch Mysterio off-guard, the rest of the Six might still have enough time to realize what was happening. They’d be able to start killing people—or at the very least, bust out and start this whole nightmare all over again somewhere else.”

“Yes,” Morgan said. “That’s the way I see it, too.”

Spider-Man glanced at Morgan. It was a strange kind of eye contact in that one of the participants was wearing one-way lenses set in a mask that hid every single detail of his face, and that the other was a hard man who rarely showed any feeling deeper than utmost professionalism, but the shared understanding was so total it was practically telepathic. “What was it you said this morning about not liking me?”

“Save those hostages,” Morgan said, “and I’ll keep a picture of you in my wallet.”

Spider-Man handed back the fax, shook his head once to clear it, gathered up his resolve, and reached under his hood to remove his throat-mike and receiver. He handed both to Morgan, then, suppressing a limp, began to walk. He approached the building unhurriedly, paying absolutely no attention to the cops and SAFE agents shouting their best wishes at his back. He didn’t even pay attention to the crowds now raising enthused

sports-fan cheers at both sides of the block. Adulation may have been a treat that he'd tasted only rarely, and one he understandably preferred to the fear and distrust that was more frequently his lot, but he knew that whatever happened now, the cheers wouldn't last long; he had them now only because his daylong fight against the Six had been exhaustively covered by the media, and he'd lose them as soon as the public found its new thrill parade.

At moments like this, they were irrelevant anyway. Because cheers couldn't help him fight harder or better or with more bravery; they couldn't make the Sinister Six one iota less dangerous. And no amount of spin-doctoring,

whether Jameson's endless crusade to paint him a menace, or a crowd's temporary willingness to see him as a hero, could possibly change the color of the blood that would spill if he failed.

All he really had behind him was the simple phrase he'd cried out on that terrible night so many years ago, when the meaning of being Spider-Man had been forcibly shoved in his face. The phrase that had come to define his purpose in life.

With Great Power Comes Great Responsibility.

:07 P.M.

Jay Sein, watching the live coverage on TV, said: "This is an astounding moment people. SAFE and the police have evidently decided to let the wall-crawler go in alone. And the man looks rocky and the man looks like he's been through a war, but he's going. What I wouldn't give to know what's going through his mind right now..."

Cosmo the K said: "Probably how he's going to survive more than thirty seconds after going inside. They're probably catch him in a crossfire as soon as he enters the lobby."

"Let's hope not," Jay Sein said, the jokey persona he used to describe superhero battles with a sense of ironic detachment having, at least temporarily, left him. "Let's hope that when the darkness around that building lifts... we won't prefer that darkness to anything that's there to see."

2:08 P.M.

Spider-Man was not used to entering tall buildings at ground level. He did it often enough as Peter Parker, usually when accompanying friends who would not have appreciated or been able to participate in his costumed habit of leaping out windows hundreds of feet about the pavement—but as Spider-Man it was a much rarer experience. With the *Daily Bugle* lobby both as silent as a tomb and as shrouded in Pity's all-encompassing darkness as the building exterior, it was a second before he could overcome his inevitable feeling of disorientation. He had to fight the sensation that this was a place he'd never been before, and rely on his spider-sense to guide him unerringly through the dark.

He didn't sense immediate danger anywhere. He only felt the low, almost subliminal buzz he always encountered whenever entering a place where danger lurked but was not quite ready to strike. He supposed he'd encounter a deathtrap or two before the Six was ready to take him on—but if there were any, they were too faraway to pick up.

He hopped up onto the front security desk, wrinkling the paper on the clipboard where non-employees had to sign in. "What is this? A big game of hide-and-seek?"

A hateful voice answered, from somewhere out in the blackness. "Hardly, my dear boy, Just a little pause in the proceedings, while you and I get better acquainted."

Spider-Man narrowed his eyes behind his mask. "Gentleman? That you?"

"Indeed." The darkness vacated a space just against the building directory, where the dapper old man stood waiting for him. The Gentleman was dressed for the cold, as he'd been yesterday, but in the warmer confines of the lobby he wore his camelhair coat loosely draped around his shoulders; his gloved hands emerged from the unbuttoned confines of the coat to show his contempt with an insulting display of applause. "And I must commend you on your marvelous show of resiliency. I confess that quite a few times during today's violent festivities I truly feared we wouldn't have the chance to enjoy this meeting."

The wall-crawler's spider-sense still gave him nothing more than a background buzz. "I don't have the time for you, pops. I'm here for Ock

and the others.”

The Gentleman raised one aristocratic eyebrow. “I’m certain. But Ock, as you so sophomorically insist on calling him, has joined his fellows in kindly agreeing to permit you and I a quarter hour of undisturbed privacy for the purposes of this little chat.”

“Given Ock’s sweet personality, that must have taken some doing.”

The Gentleman acknowledged that with a nod. “Indeed. He is far from the most obsequious of employees. Were it not for his special skills, which I shall require for the final phase of this enterprise, I daresay I would have been just as happy hiring somebody capable of understanding his place. However, since he is being well-compensated for his time, he was big enough to decide that there’d be no particular harm in indulging me on this one matter. The others felt the same way. I give you my solemn word that neither he nor his colleagues will take any further action against either yourself, or the unfortunate occupants of this building, until our discussion is concluded.”

The old man’s right hand disappeared inside the coat and emerged with a fresh cigar. As he sniffed it, the zone of darkness receded still more; though darkness still shrouded the world outside the windows, everything from the front revolving door to the elevator bank was now normally lit, with only a few unnaturally-impenetrable shadows to maintain the uncertainty of the situation. Several of those were large enough to conceal possible hiding members of the Six.

Spider-Man hopped off the security desk and advanced on him. “And what if I say the hell with waiting? What if I just say I’m not interested in your mind games? What if I just leave you behind and go after the Six now?”

“You won’t I know you too well. You can sense that I have important things to tell you. And you’re too consumed with the need to know.”

“Right now, after the day I’ve had, I’m only consumed with the burning need to bounce your head against the wall about thirty or forty times.”

The Gentleman seemed amused by that. “I doubt you would ever resort to using such brutal tactics against a powerless old man, however

aggravating; were you the sort, you would have utilized them against the publisher of this barely literate American tabloid many years ago.”

Gotta hand it to the man; when he had a point, he had a point “Jameson has a way of growing on you.”

“I believe the standard comedic response to that is, like a fungus. Am I correct in that?”

Spider-Man had actually applied that joke to discussions of J. Jonah Jameson more than once, sometimes to his face; the part of him that appreciated his own sense of humor was rankled to find it appropriated now by the Gentleman. He grimaced beneath his mask. “Yeah, I’ll give you that one, at least So if we’re really gonna have this kaffeeklatsch now, we might as well get down to it Who are you, anyway? What is this really about?”

“Two different questions,” the Gentleman said, “with, I admit two completely different answers. If you tell your friend Morgan to check the tape,” he indicated a security camera recently unveiled by the retreat of the zone of darkness, “my image alone will be enough to provide you answer to question one. He will have it in his files, I assure you. Of course, I may have aged too poorly to make identification a certainty, or the picture might be as blurry as the owner of that decrepit equipment should be intelligent enough to expect, so you might find it necessary to prod him with the name Croesus. I promise you, a man of his resources should be able to ferret out my identity in short order.”

Spider-Man was now nose to nose with the man. “And my other question? The point of all this?”

The Gentleman showed remarkably white teeth. “Profit. Power. Revenge.”

“Same things that motivate your employees,” Spider-Man pointed out.

“Except that I possess vision on a much grander scale.”

“Forgive me for saying this, pop, but I’ve heard that ‘grand scale’ crap from a lot of people like you. Ock says it all the time.”

The Gentleman nodded to acknowledge Spider-Man’s point. “With some justification, I must admit The man does possess a considerable degree of Machiavellian cunning. Were it not for his over-reliance on those

ridiculous robotic arms of his, he might have actually made something of himself. I, however, possess no such handicap.”

“So you futz around blowing cigar smoke while making melodramatic pronouncements. I have news for you, bunkie. I’m not impressed.”

The Gentleman smiled again. “I promise you, wall-crawler, if you knew the extent of my accomplishments, you would be.”

“If you don’t give me something more substantial than enigmatic hints, this conversation is over. I have places to go and people to beat up.”

“Very well. I suppose that’s reasonable enough.” The Gentleman sighed, gathered his words, then fixed the web-slinger with a witheringly cold glare. “In essence, I’ve made my fortunes by investing in, and encouraging, chaos. I’m an expert in breaking things, sometimes on a societal scale, just so I can benefit from knowing in advance precisely the manner in which money will eventually ebb and flow in response. I have made fortunes—more than you can dream—destabilizing democracies, because I can provide the technology of torture used by the dictatorships that rise in their place; discouraging technological breakthroughs, because I have too much riding on the problems they would have solved; fomenting wars, because my arms dealers are in a position to supply both sides; even sowing the seeds of ethnic cleansing, because of all the special financial opportunities that only the most brutally self-cannibalizing societies can provide. Crime, disease, environmental disasters, assassinations—they all provide fine fertile ground for a talented speculator capable of hurrying them along. For what it’s worth, I’ve even been known to invest heavily in the work of certain artists, immediately before arranging for the drug overdoses and tragic accidents that make their work so much more valuable for the collector. I could name some of the best-known tragic deaths of this century, ranging from soulful lady poets to rugged he-man novelists to sex symbol actresses to painfully idealistic singer-songwriters; their deaths weren’t all mine, by any means, because there are only so many hours in the day, but I did see many of them coming, and I did contribute enabling circumstances to a significant percentage of the rest. There are endless opportunities in this line of endeavor, Spider-Man. Human heartbreak has always been a growth industry.”

Spider-Man, who had remained silent throughout this long speech, needed several seconds to form his response. When he did, his tone was uncharacteristically solemn. “If even half of that ridiculous cock-and-bull story is true, you’re a monster.”

The Gentleman tossed back his head in a silent laugh. “Ahhh. It is good to see that you’re capable of paying attention. No, you’re right. Some of that little soliloquy was simply self-aggrandizement taking credit for tragedies I never even explored. But which parts, Spider-Man? Doesn’t your hero’s soul ache to know about the precise extent of my own great power and great responsibility?”

This was bad. The Gentleman had just blithely referenced a private credo that Spider-Man had only rarely spoken out loud. The web-slinger tried to remember the last time he’d used those precise words outside the confines of his own skull, and couldn’t even come up with a context. He couldn’t even remember the last time he’d mentioned them to Mary Jane. If the Gentleman actually knew him that well, so thoroughly that he could practically pluck the secrets from inside his head, then he must have had Peter and his alter ego under close surveillance for years.

Spider-Man’s fists were so tightly clenched that his fingers ached. “Who am I to you, mister? I never even spoke to you until yesterday.”

“You didn’t have to. My concept of revenge is exceedingly... persistent. I know we’re running out of time —and my employees are probably running out of patience —but I did very much want to cover that ground with you, so I believe we can probably get away with a vivid illustration.” He clapped his hands twice. “Pity? Come here.”

The darkness retreated from an alcove in the ceiling, and Pity dropped as silently as a cat landing in a wary crouch by the Gentleman’s feet. The web-slinger, who wasn’t used to being taken by surprise, hadn’t detected her presence at all. He immediately tensed, in light of how formidable she’d proven the day before. But she made no move to attack him. She didn’t even stand up. She just remained in that crouch, her expression blank, regarding the wall-crawler with her wide war-orphan eyes.

The Gentleman placed the palm of his right hand on the top of her head, and stroked her hair possessively. “Magnificent, isn’t she? Like a finery-

tuned machine, designed for one purpose and one purpose only. Serving my will.”

Pity said nothing. Of course. But she trembled beneath the Gentleman’s touch. Her eyes were as eloquent as any tear-stained hysteria could have been; the old man made her skin crawl. She endured his possessive behavior only because for all her power, for all her strength, for all her youth and vitality, she’d lost whatever inner resources resistance might have demanded of her.

The furious Spider-Man, who operated under no such limitations, fired a web-line at the old man’s wrist, whipping the other end upward so it tethered that hand to the ceiling.

The Gentleman grunted, tugged, and found his hand arrested in place six inches above the captive Pity’s head.

Pity showed no surprise, no relief, no anger, no grateful appreciation. Her face was as blank as a porcelain mask. But her trembling had stopped.

Spider-Man said: “I can’t change anything you’ve done before today, pops, but I will stop you from touching her that way again.”

The Gentleman experimented with tugging his imprisoned wrist. “Oh, dear.” He sighed. “I suppose I was being a tad too... demonstrative. She’s always been especially uncomfortable, accepting my affections in public.”

“I don’t blame her. What’s your problem, anyway? Can’t get a date at Century Village?”

“I don’t have a problem,” the Gentleman said. “She does.” You see, as I really was about to tell you, because it speaks to the point I wanted to make about revenge, I knew her parents quite well. They worked for me, on one of my lesser operations. I trusted them about as well as I trust anybody, which is to say, I honestly believed that they did not possess the wherewithal to betray me. When they did, I was quite crushed.”

Spider-Man’s lip curled beneath his mask. “I get it. You killed them.”

“Not personally, I assure you. I just whispered in the ears of somebody else with sufficient reason to want them dead. But even that wasn’t enough. You see, for me, it has never been enough to simply take vengeance on the betrayer. Being as long-lived as I am, I must also take vengeance on

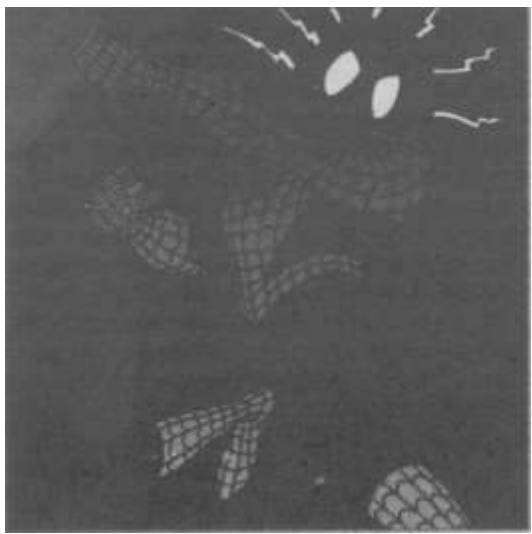
subsequent generations. My policy has always been to wait until the children of my enemies grow up and establish themselves in their adult lives, so I can use my influence to utterly destroy any chance they might have of lasting happiness. In this unfortunate young lady's case,"—the Gentleman nodded toward Pity—"having disposed of her mother and father, and learned of her special latent abilities, I devoted two decades to turning her into a creature without hope, and without will, capable of committing any atrocity I choose. Since she has been allowed to keep her conscience, the better to keep her in a constant state of torment, this is a splendidly delicious way to punish her poor dead parents for what they did to me."

Spider-Man couldn't control his revulsion. "You're insane."

"Not at all. Simply evil. Those of you who happen to be players on the other side have so much trouble understanding the difference." The Gentleman checked his pocket watch with his free hand, pursed his lips, and placed it back in his coat. "Time does march on, I'm afraid. In a few short seconds, our grace period will be history, and my ward here will have to turn out the lights again. You will face your old enemies in the dark; I shouldn't have to specify that they, of course, will all be able to see you perfectly well. But I should still have enough time to tell you one thing you and this fine young assassin have in common —you were both targets of mine even before you were born."

Spider-Man couldn't take any more. He leaped...

... just as Pity stood, and brought back the darkness.



Chapter Sixteen



2:24 P.M.

Spider-Man knew midway through his leap that he wouldn't get to the Gentleman. He even knew, from the painful tingling at the base of his neck, that Pity was about to take him down hard.

He spun in midair, changing his trajectory as much as he could, getting away with nothing more serious than a spine-rattling kick to the side of the face.

Even as he fell, he twisted, turned, swept his own right leg in a blind sweep in the direction of his attacker—and heard a soft feminine gasp as he succeeded in batting her aside. He landed on his hands, flipped away in time to avoid another kick, skittered across the ceiling, and paused beside the elevator bank, searching for the spider-sense impression that would let him know where to strike.

He could sense movement, some nearby, some that must have been coming from the higher floors. He heard scraping metallic sounds, barely audible whispers, the soft scraping of shoes against polished tile. He smelled ozone and—oddly enough—the rich, fragrant stench of an elephant house at the zoo. (Mysterio must have thrown that in). He did not yet have anything concrete enough to act on.

He sprayed four exploratory weblines into the darkness. Three of them impacted distant walls and floors without any other obvious effect; one was rewarded by a distant crash as somebody, getting out of the way in a hurry, crashed into a pane of glass. The noise was too heavy to sound like it could have been Pity. He hoped it was the Gentleman; he was really beginning to hate that guy.

His spider-sense screamed out a warning as every hair on his body reacted to the buildup of a tremendous electrical charge.

It felt too powerful to dodge in the lobby.

Spider-Man hurtled toward the elevator doors, slamming into them with his right shoulder with a force that cratered both layers of flexible metal inward. He disappeared into the shaft just as the lobby behind him exploded with heat and thunder. The light was probably blinding, too, but Pity's darkness had swallowed up all light: probably the last time Spider-Man could count on it helping him.

He heard the beating of massive wings, swooping down from above.

He allowed his spider-sense to pinpoint the danger, in his mind, he saw a razor's edge, plummeting toward him, spinning as it fell, slashing at his throat. Memory alone supplied an image of the Vulture's lean and hungry grin.

Spider-Man leaped past that slashing blade and planted a solid punch on the Vulture's jaw. He was rewarded by a fresh stab of pain as a backslash sliced across his upper arm, drawing blood again. He twisted, grabbed the Vulture by the wrists, and tossed the old man down the shaft. He hoped to hear a thud. But though there were only two elevator levels below the lobby—the upper and lower levels of the basement press room—he heard only a frantic whoosh. The Vulture had recovered and would be after him again in a second.

Spider-Man would have been more than happy to wait for him, but then his spider-sense flared again. He leaped away just in time to avoid a massive explosion that blew what was left of the lobby elevator doors inward in a hail of deadly, supercharged shrapnel. The acrid stench of ozone marked that as another attack by Electro. Electro was serious.

Spider-Man speed-crawled two flights straight up, then leaped back and forth across that section of shaft a half dozen times, trailing weblines. It took him less than two seconds to block that section of shaft with a makeshift net. The barrier would not hold Electro or Doc Ock for long, but did stand a chance of slowing down the others—that is, if he could actually count on them blundering into it. He was pretty sure he could not.

The shaft below grew very hot, very quickly: no doubt Electro, burning his way through the web-barrier. Usually he'd accompany this act with various colorful boasts of how unstoppable he was. Today, he held his tongue. They all were: making the most of Spider-Man's inability to see.

Spider-Man speed-crawled up the shaft, thinking furiously. Interesting, that they could see, when Pity's power swallowed up all light. What were they using to see? Infrared? Ultraviolet? Some form of radar?

His spider-sense spiked, warning of an attack from directly above him.

He leaped to the other side of the shaft and winced as something heavy shattered to pieces on the wall where he had been. Something spun away from the impact and pelted his injured right leg. It felt like a piece of wood. Spider-sense warned him of another hurtling missile, directly above him. He sensed an odd island of safety in the center of whatever it was, launched himself at that island, and realized what this and the previous missile had been only after he passed through the empty space unharmed: a big wooden desk. The empty space was the place where the desk's usual occupant sat.

The desk smashed to pieces on the wall where Spider-Man had been, peppering the shaft below with shrapnel. Somewhere down there, the Vulture cried out in pain and annoyance. Spider-Man would have taken some comfort in that, but he could already sense more office furniture coming his way. It was not merely falling, it was being thrown... with the same kind of impossibly enhanced strength that allowed a man to hurl police cruisers.

Ock was up there.

Spider-Man grimaced at the thought of fighting Ock blind, while simultaneously having to watch his back for Electro and the others.

As a computer monitor exploded against the wall beside him, showering his back with glass shrapnel, Spider-Man realized he couldn't do it. His spider-sense might have kept him alive up until now, but it wasn't going to be enough.

He had to turn on the lights.

He didn't have a chance to consider how he was going to do this before he realized he had a more immediate problem: rapidly approaching intense danger signals from both above and below.

He leaped across the shaft again, barely evading the plunge of something that cleaved the air as heavily as a small car. He found the sliding doors to the fourth floor, opening them with a force that drew harsh tearing sounds from the gears, and leaped through. The doors closed shut behind him just in time to protect his back from a rippling blast of heat that must have been Electro, blasting the falling object out of his way.

He had to keep moving.

He was by the elevator bank on a floor dedicated to small administrative offices related to the day-by-day corporate business of the paper. The corridor had the pungent disinfectant scent of a recent thorough cleaning. As Spider-Man ran down that corridor, taking a left at the first intersection, the floor shook from the sound of elevator doors being blasted off their moorings. Up above, the entire structure of the building reverberated from the impact of adamantium tentacles ripping through walls and ceilings as Octavius smashed his way downward through all the floors that separated him from his greatest enemy.

Spider-Man had seconds. If that.

He webbed off the corridor behind him and skittered along the wall until he came to an office door. He kicked his way through that, somersaulted, landed on a desk, and probed the ceiling. It was a false ceiling, composed of plasterboard panels designed to put a presentable face on the water pipes and electrical wiring and air conditioning ducts that formed the true skeleton of any office building. Some of the apparently solid walls that separated adjacent offices at the *Bugle* went only as high as this false ceiling—a good reason why the folks who worked down here sometimes complained that they could hear everything that was going on in the offices on either side. As the ominous sound of wing beats filled the corridor outside, and the sound of tentacles smashing their way through ceilings grew so close Spider-Man could feel it in his teeth, he found himself empathizing. But only briefly.

He pushed up the panel and slipped into the narrow crawlspace, moving as quickly as he could through the maze of pipes and wiring. Because he was Spider-Man, that was pretty quick... but it seemed glacially slow to him. The crawl space was filled with places so narrow that only a man with

an extraordinarily flexible spine could have forced his way through; if light had been filtering up from the offices below, he would have been able to move faster, but the artificial absolute darkness had reduced this place to a tactile maze that slowed him down and kept his progress down to a rate only a couple of times faster than the fastest Olympic sprinter can run.

He had to stop and retreat when his spider-sense screamed at full blast at an immediate threat from above.

Plaster dust billowed against this face as the space immediately ahead of him exploded. He heard servomotors and heavy breathing as Doctor Octopus, still smashing his way through the floors, smashed through the crawlspace on his way down. For a heartbeat Spider-Man was certain he was about to die. But no; Octopus hadn't found him, he'd merely come very close to finding him accidentally.

The sound of debris clattering into the office below was interrupted by a crackling electric discharge that sent something heavy smashing into the wall. Octopus swore: "Be careful, you cretin! It's me!"

Electro, who commanded enough raw power to reduce the organic percentage of Dr. Octopus to ash and vapor, sounded sheepish. "Sorry, Doc. Coming through the ceiling like that you startled me."

"Where's the wall-crawler? I thought you were right on top of him."

The Vulture's voice wasn't nearly as respectful of the Doctor as Electro's had been. "We were. But we lost him after he went down this way. He must be in hiding."

"He'll turn up again," Octopus snarled, "even if we have to tear down this entire building to find him. Show me where you saw him last!"

As the three members of the Sinister Six moved out of the office where he'd left them, Spider-Man knew it wouldn't be long before they figured out where he'd gone. He'd gained himself a couple of seconds of breathing space, nothing more.

That and—thanks to Ock's less-than-subtle way of getting from one room to another—a ready-made shortcut to the floors above. Spider-Man scrambled out of the crawlspace and up through the crater left by Ock's passage, leaping another two stories straight up into a room crackling from what Spider-Man supposed were shattered light fixtures. He landed silently,

his boots sliding on the pile of disturbed documents now littering what was left of the tile floor.

He would have continued upward after another second or two of getting his bearings, but then his spider-sense warned him of something about to go spectacularly wrong; he didn't realize what that disaster-in-the-making was until something heavy shifted beside him and he realized that a big metal desk, which Ock's violent passage had left precariously dangling on the edge of the abyss, had been sufficiently jarred by Spider-Man's otherwise graceful landing to start sliding it into the crater Ock had left behind.

In the instant before it went, Spider-Man had a heartbeat to consider his options. He considered catching the desk with a webline, but even if he could anchor it to something, the mere act of tethering it would have changed its trajectory enough to send it swinging into some other solid object on the floor below. Octopus, Electro, and the Vulture would hear that and come running. Result: dead Spider. Or he could just let the desk fall and hope that he was lucky enough to have it flatten one or more of them coming back into the office two stories below for another look. That would be convenient, Spider-Man supposed, but his luck was never that good. Besides, he wouldn't have been able to live with himself if just doing nothing led to even the hateful likes of Octopus getting violently killed from his inaction.

That left him trapped with the third option.

The certifiably insane one.

Spider-Man leaped onto the desktop, adhered, and surfed the furniture bomb as it tumbled into the abyss.

“Cowabunnnggaaaa!”

In the less than two seconds it took to fall all the way to the first uncratered floor, the desk tried to flip over from his weight. Spider-Man had to carefully counterbalance it to keep it level. The fall was oddly terrifying; he plunged far greater distances just swinging from building to building on a daily basis, but he usually enjoyed perfect eyesight at the time; now, he had to rely on split-second timing and the guidance of his spider-sense. The part of him that always remained aghast at his crazier stunts insisted all the way down that it could not possibly be enough. In the half second before

the desk hit bottom, he heard crashing and cursing as Octopus and the others rushed back to investigate. He could hear a wall down there shatter as Octavius took his fastest route into the room.

Spider-Man imagined the space below him crisscrossed by questing tentacles.

He leaped off the desk just before it struck. He heard the clang of initial impact, the metallic scrape of the desk sliding down a pair of outstretched adamantium arms, and a pained grunt as the desk slammed into something of mere flesh and blood. There was another, minor, secondary crash—this one metal on metal, evidently the sound of Ock and the desk slamming into an identical desk on the office below. This one was followed almost immediately by a yawning shriek as the floor gave way and sucked Ock and both desks into its great big gaping maw. The final cacophony, as everything landed in a messy heap one floor below that was so painful just to hear that Spider-Man found himself honestly happy he couldn't see it.

His spider-sense shrieked at him: danger all around him, most intense to his immediate right.

He skittered across what was left of the wall, just one step ahead of an explosion that peppered his back with sheet rock. *Electro*.

He heard a nasal cackle immediately behind him, spun, and kicked in the direction of another spider-sense signal... hitting nothing but empty air, but crying out in pain as the razor's edge of pain tore along his upper arm. *Vulture*.

He heard a hated, arrogant voice cry out in rage as the cramped office echoed with the servomotors that could only represent adamantium arms snaking up from one flight down. The three of them, moving in deadly synchronization, like the fingers of an inexorably closing fist.

Trapped and blind, choking on the stench of ozone and smoke, pelted by a hailstorm of debris still tumbling down from the upper floors, seared by the heat of a major fire that seemed to be starting somewhere in the vicinity—in short sensing nothing but immediate, lethal threat on all sides-Spider-Man focused everything he had on his spider-sense and searched for one direction even fractionally less dangerous than all the others.

Nothing.

His foes were laughing.

Nothing.

His foes were about to kill him.

Nothing.

His spider-sense screamed imminent, unavoidable death.

And then, unbelievably, an opportunity: itself so dangerous that only sheer desperation would have led him to leap headfirst in that direction.

Desperately, Spider-Man leaped.

Adamantium tentacles and lightning strikes shattered the wall where he had been.

Unable to see where he was going, Spider-Man passed through a nexus of incredible burning heat that for a moment seemed enough to broil the flesh from his bones. As he passed through, he realized that the lightning-strike Electro had used to blast his own way into his room had left a burning crater in the wall; leaping through that crater was the blind equivalent of jumping through a burning hoop. As he emerged into the cooler air of what was left of the corridor, he sensed his upper back smoldering, put it out with a tuck-and-roll, sprayed a glob of web-fluid at Electro's crater to prevent it from becoming a building-wide conflagration, and broke down the locked door into the office across the hall.

He'd hurt Octavius. That was something.

But Octavius was still in the game, and the Sinister Six was rapidly winning its war of attrition. That was something else.

Spider-Man was more sure than ever, now, that he couldn't win this battle blind.

He needed to get his vision back.

He needed to find, and neutralize. Pity.

He leaped through the closed fourth-floor window in a shower of glass, into a world far colder but just as ruled by Pity's zone of darkness. The freezing air felt like a balm on his scalded leg and shoulders, but also illustrated just how badly hurt he was by making it easier to feel the several places where his wounds were still oozing warm liquid heat. He spun,

planted his feet on the building's outer wall, adhered, oriented himself, and ran toward the lobby level where he had seen her last.

He could only hope she was still there. He couldn't possibly imagine that she would be—with her providing the Sinister Six their critical advantage, they'd want to keep her on the move—but he didn't have any better ideas. The lobby would be a good place to start.

He was less than halfway to the lobby before he realized that he'd never get there.

Because he was not heading toward the ground.

He was headed up toward the roof.

His sense of gravity had failed him, for once, but he was properly oriented now; he spun on his heels and ran down the wall in the proper direction.

Three seconds later he realized he was running up again.

He froze, completely confused. He was Spider-Man. He never had these problems.

The wind picked up, blasting the heat from his limbs. Somewhere nearby, cloth flapped. A flag, maybe? He tried to remember if there were any flagpoles on the *Bugle* building... and then realized that it wasn't a flag. It was a cape.

Mysterio. Using sonics, or gas, or some other kind of gimmickry, to mess with his inner ear somehow: confusing his sense of up and down. The special effects master had already had more than enough time to take advantage of Spider-Man's confusion; but then, Mysterio had never been the type to do things the easy way, was he? No. He had to put on his show, with Spider-Man the appreciative, victimized audience. Putting on a show was what Mysterio was all about.

Spider-Man spun on his heels and speed-crawled in the direction his senses currently identified as "down." He didn't expect to get anywhere; not until this particular annoyance was taken care of. But he did want to hide his knowledge of what was happening.

He heard the cape flap again. Very close now.

He imagined Quentin Beck grinning like a loon behind that idiotic goldfish-bowl helmet of his.

He felt the slightest twinge of spider-sense: enough to indicate that Mysterio was about to start harassing him in some way. That was enough. He leaped out into space, not knowing precisely how high above the street he was, or whether he had his face or his back to the ground. It was enough to know where Mysterio was, and hope that the tricks the old reprobate used to confuse his spider-sense were not being used right now.

They weren't Spider-Man collided with Mysterio in midair. The impact carried them both outside Pity's zone of darkness. The brief return of light was not an amazing improvement; Spider-Man's sense of direction was still wonky, and he was thrown totally off by the sight of the street five stories above his head. There were upside-down crowds at both nearby intersections cheering out loud at the sight of Spider-Man kicking bad guy butt.

Mysterio, riding the air on a pillar of smoke, pummeled the wall-crawler with both fists as he tried to get away. "You won't separate me from my allies, wall-crawler! We have too many surprises waiting for you today!"

"Better villain dialogue would be a start!" Spider-Man snapped back, as he used his superior strength to forcibly steer Mysterio back toward the building.

They reentered Pity's zone of darkness. Daylight disappeared. Mysterio's punches and kicks gave way to a sudden sharp impact as the two men smashed through another closed window and back into the *Bugle* building. They landed side-by-side on a desktop, shattering a computer monitor and a row of framed photographs. They struggled. A ceramic cup on the desk toppled, releasing a torrent of wayward pens and pencils. Spider-Man rolled over, pinning Mysterio beneath him, taking a knee to the solar plexus but refusing to let himself be knocked off. He seized the boxy wrists of Mysterio's gauntlets and squeezed tightly; the villain cried out as his wrist-mechanisms imploded with a burst of escaping ozone, instantly neutralizing most of the weaponry Mysterio kept inside his costume.

Unfortunately, the right gauntlet flattened out too much; Mysterio had slipped that glove entirely. A second later Spider-Man felt a stabbing pain

in the back of his hand as Mysterio jabbed him with one of the spilled pencils. Spider-Man was too much of a professional at this to cry out or fall back, but Mysterio was enough of a professional to take advantage of his momentary surprise; the two men rolled off the side of the desk in a flurry of punches and kicks that suddenly became one-sided as the billowing cape Spider-Man wrestled with abruptly flattened out to nothing.

Even in perfect light, it would have been an impressive magic trick.

In darkness, it was like coming face-to-face to sorcery.

But it was still just the desperate tactic of a bad guy who knew he was defeated and needed to escape. Mysterio, stumbling out the door into the hallway, was already signaling for help. “Octopus! Electro! Somebody! Come in! I’m on the sixth floor, and the web-head’s—”

Spider-Man considered another temporary retreat.

But no. If only to keep his own morale up, he really did need a decisive victory against at least one of these guys, already.

“Guess what, Quentin! This is your lucky day! You get to make me feel a whole lot better about myself!”

He leaped after Mysterio. entering—

—not a *Daily Bugle* hallway—

—but a tropical rainforest. Surrounded by moist muggy heat, he smelled rich loamy soil, heard the cacophony of insects and birds and monkeys, and felt broad leaves part before him—

—but even as he emerged on the far side of the rainforest, it had somehow become a World War Two battlefield, with bursting mortars, deafening machine-gun fire, the sound of screaming men, and the stench of blood and death—

—and then he passed beyond that, and it was no longer a battlefield, but a subway tunnel, informed by the sounds of dripping water, Chittering rats, and a full-bore express bearing down on him from dead ahead—

—which somehow became an rock concert, at one of the municipal stadiums, with twenty thousand screaming fans almost but not quite

drowning out the lyrics of a dance number that had something to do with killing Spider-Man as painfully as possible—

—which suddenly became a gunfight in the Old West, complete with harmonica music as a soundtrack—

—which suddenly became a crowded Broadway theatre, where a hushed audience sat listening to a soprano sing the hit song “Sonar” from the hit musical *Submarine!*—

—the auditory cues changing every couple of feet, to bombard Spider-Man with perfect stereo reproductions of sounds he could not possibly be hearing in a besieged hallway in the *Daily Bugle* building. They were all perfect, and in the dark, where there was precious little to contradict them, they might have fatally disoriented a man not equipped with spider-sense who hadn’t fought this particular illusion-casting bad guy a dozen times before. As it was, they were only delaying actions, and not very effective ones. Spider-Man was still able to sense the fleeing Mysterio stumbling along only a few short steps ahead of him, struggling to get away.

Unfortunately, from the way his spider-sense was acting up, warning of growing danger on all sides, he would soon have more than Mysterio to deal with, here. Octopus and the others were on their way.

Spider-Man leaped over Mysterio’s head, simultaneously pounding that stupid goldfish-bowl helmet with both fists. He felt the cracks spread like lightning across its impact-resistant surface. Better yet, he felt Mysterio collapse and sprawl across the hallway like a rag doll. From the moans, the defeated Beck was still moving as Spider-Man raced the rest of the way down the hallway—but he seemed to be out of the fight for now.

One down. No: two, thanks to Mary Jane.

Four left to go.

The two most dangerous, Ock and Electro, still among them.

The destructive sounds of Octopus, smashing through floors and ceilings in his fervor to reach this floor as quickly as possible, gave Spider-Man even more to worry about. Yes, with his speed, he could probably keep playing hide-and-seek with Ock forever; but how much damage could the *Daily Bugle* building continue to take before the entire structure collapsed

in on itself like a flat souffle? The hostages in the city room wouldn't survive that.

Spider-Man zigzagged down the corridor, sped past the elevator bank, and turned down another hallway, taking its entire length in three great leaps. He barreled into the door to the fire stairs without even slowing down, rebounding against the opposite wall before the door even time to slam closed.

The *Daily Bugle* had four separate sets of fire stairs, one at each corner of the building. The stairs themselves were fairly standard; steel-reinforced cinderblock, two half-flights for each building floor, turning around at each landing, to form a boxy spiral around a vertiginous central well. There was a narrow foot-and-a-half gap between the stairs on each side, and the half-flights paralleling them from the other side of the well; on the relatively rare occasions when his civilian self had actually needed to use these stairs, Peter had realized that this empty space provided a perfect opportunity for a superhero needing to descend a lot of floors in a hurry. It was the kind of automatic, filed-away-for-future-reference epiphany Peter always had whenever walking around in buildings like a normal person; he didn't always have a chance to use his observations, but keeping them in mind had saved his colorfully-clad butt more than once.

Spider-Man hopped over the railing, flattened himself out as much as he could, and let himself plunge through the center of the stairway.

He fell almost three stories in perfect silence, with only inches of clearance on either side.

He hadn't any particular plans to catch himself until he fell closer to the lobby, which was the last place he'd seen Pity. But then his spider-sense picked up something dangerous racing up the stairs almost as quickly as he was falling past them—and he instinctively seized the next railing, with a grace that instantly transformed terminal velocity to lateral movement in another direction entirely. He swung up and over, vaulted over the railing, and landed without a sound on the third floor landing, just in time to cut off somebody racing up the stairs.

He had a pretty good idea who it was even before he took the first kick to the ribs. The pain of impact was nothing next to the grim satisfaction that

came with recognition.

“Why, if it ain’t the very girl I’m looking for! Glad I ran into you, sis!”

She said nothing. Of course.

She just pressed the attack, pummeling him with a series of blows that sent him stumbling back, against the reinforced cement wall. The ferocity surprised even him; he was used to enemies who gave no quarter, but the desperation of this particular assault was so extreme it was impossible to avoid the impression that she’d built up a lifetime’s worth of rage and only seconds of freedom to expend it all. He reeled, gasped as the breath was knocked out of him, staggered as she offhandedly blocked his own attempt to drive her back, choked from the dust as another kick that missed his head by millimeters cratered the cinderblock wall behind him. At long last he gathered up all his strength and simply hurled her away—only to do a double-take as his spider-sense pinpointed her landing and adhering to the underside of the landing directly above his head.

He’d learned in their last battle that she was as strong as he was, as agile as he was, and as resilient as he was. Now he knew that she could cling to walls too.

He leaped away a heartbeat before she could tackle him where he stood, spraying web-fluid behind him as he went. She evaded that and went for him again. He threw a punch, got her in the stomach, felt like dying when the breath rushed from her mouth in a wan gasp.

Her next kick slammed him against the railing with a force that pained even his flexible spine. He tried to dodge beneath her next punch, but she numbed his left leg with a finger-jab to the sensitive nerve junction above his knee, then slammed him again with a roundhouse punch a lot like being walloped in the face with a brick.

She was going to win.

And she was going to win because, despite everything at stake, he did not want to fight her.

He didn’t know what it was. Granted, even without what the Gentleman had said, he didn’t exactly need telepathy to sense the appalled please-stop-me vibe radiating from this woman in waves. He’d fought other people who seemed more misunderstood than evil, who he had to put down despite

overwhelming empathy for their circumstances. He'd even fought other people suffering other heinous forms of mind control, some of whom, like Pity, seemed to possess conscious revulsion of the crimes they were being forced to commit. Always, before, Spider-Man had been able to put aside the misgivings of his heart and do whatever had to be done.

But Pity was different.

He didn't want to fight her at all. Actually knocking her out was going to be like punching himself in the face.

He didn't know why he was having such a powerful, instinctive reaction; he just was.

But as her powerful kicks and punches peppered him across the chest and jaw and upper arms, driving him back, stealing what little was left of his strength, he knew that he faced a choice between what he could stomach and what he could survive.

He let his spider-sense guide him, swallowing another half-dozen excruciatingly painful blows before he sensed that moment of perfect opportunity...

... and then he formed a fist...

... and punched her in the face.

It was a hard blow; harder than he usually permitted himself. Even against the people he was forced to fight he avoided using excessive force whenever possible. It sickened him to have to do this to her. But he had no choice.

He heard her stumble backward. He heard the soles of her shoes scrape across the landing. He heard her collide against the fire door and slide slowly to the ground.

And then some idiot turned on the lights!

Spider-Man stood, battered, bruised, and exhausted, in a dimly-lit stairwell in one corner of the *Daily Bugle* Building. He was covered with a dust and grime and soaked with his own blood; he favored his right leg as he took a single step forward, to look down at the unconscious form of the mysterious woman named Pity. Oddly enough, he felt none of the eye strain common to people exposed to light after extended periods in absolute

darkness; it occurred to him now that he hadn't felt any when fighting Mysterio outside, either. A clue, to how her powers worked?

He didn't know, and right now, it didn't concern him as much as Pity herself, who had curled into a semi-fetal position. Her face was bruised, and her lower lip was swelling. Though unconscious, she still wore a slight frown, as if struggling to reconcile mysteries that had stymied her since birth.

He found himself wondering: *Just who are you, anyway?*

Wish I had the luxury to stand around thinking about it. He leveled his web-shooters, to cocoon her for delivery to SAFE and the NYPD.

But then the stairwell immediately above him shuddered like a locomotive about to come off his rails, and a pair of gleaming, sinuous tentacles curved around the corner of the next flight up. Crazy laughter echoed off the cinderblock walls: "Taking a rest, Spider-Man? Don't mind me — I just want to help!"

Octavius. Of course.

This fight was just beginning.



Chapter Seventeen



:07 P.M.

For SAFE, the NYPD, the Press, and the hundreds of spectators held at bay behind sawhorses, the last hour had been an exercise in helplessness and frustration. For the first twenty minutes or so, the opaque monolith the building had become was just a silent mask, revealing nothing of the events taking place inside; it took the raging demolition sounds that followed to provide any due that Spider-Man might even still be alive. The explosions, tearing and crashing noises that then filled the rest of the hour hadn't been much help to anybody seriously interested in reconstructing the progress of the battle; and while Spider-Man's brief emergence late in the hour had provided reassurance that he was still in the game, only the sudden disappearance of Pity's zone of darkness provided any indication that it might be going well. The crowds gathered behind the wooden sawhorses at both intersections erupted into wild, spontaneous cheers. A crowd of high school kids—evidently trivia buffs—

even broke into a spirited rendition of the theme song Spidey had used before his super hero days, when he was flirting with show biz instead: the one about Spider-Man, Spider-Man, doing whatever a spider can. Soon, the entire crowd was singing it. Agent Clyde Fury, who had come to genuinely like the webslinger during their brief time working together, sincerely hoped that the sound was loud enough to be heard inside the building—and, perversely enough, that J. Jonah Jameson was one of the listeners.

Morgan didn't take any satisfaction in the moment. "God save me from civilians. Do they think this is some kind of Championship Wrestling match?"

“I don’t think so, Colonel. I think they know exactly how serious this is. But they’ll take hope wherever they can get it.”

Morgan gestured at the building. “Except that this might not be a good sign. Have you noticed it’s gotten quiet again? For all we know, they’ve killed the wall-crawler and this is our first signal that the fight’s over! Maybe—”

Another series of concussions, from somewhere inside the building, blew out all the windows on the second floor. Blinding light flared from all the windows on the third.

“Signs of life,” Fury said.

Morgan came as close to showing relief as he ever had. “No. Our cue. Come on.”

3:10 P.M.

The addition of light may have rendered fighting the likes of Dr. Octopus less than totally-impossible, but it sure didn’t make it any more fun. It scarcely mattered that the far-from-good Doctor hadn’t been having the best of days himself; he wore his right arm in a makeshift sling, and glowered at Spider-Man through a pair of freshly blackened eyes. He waved his undamaged fist as his adamantium tentacles carried him down the third-story corridor at near-ceiling height. “Do you sense it, Spider-Man? Do you feel the exhaustion sapping your much-vaunted strength? Do you wonder how long you can hold out before you give in to the temptation to lie down and die?”

The main thing Spider-Man sensed was that the lifting of Pity’s darkness—and the relaxation of all accompanying pretense at stealth—had freed Octopus to indulge his tendency to rant. This was not an improvement. As Spider-Man narrowly avoided the clutching pincers of a tentacle that had gone for his throat he glibed, “Do you wonder how long you can keep reusing your old dialogue before you give in to the temptation to get yourself another writer?”

“Keep joking, Spider-Man! It will make killing you so much more satisfying!”

“See what I mean, pudge? The last time you used that one was only a few hours ago!”

Four tentacles slammed into the ceiling above Spider-Man’s head. The wall-crawler leaped away from the resulting cascade of falling debris, ricocheted off a wall, then leaped up through the fresh hole in the ceiling. Octopus followed close behind, shouting fresh threats at his old enemy’s back.

The fourth floor was smoky and choked with floating plaster dust courtesy of the last time Spider-Man and his various enemies had passed through here. Moving as quickly as he could, Spider-Man zigzagged from floor to ceiling to wall and back again, staying only one step ahead of the murderous tentacles that kept clutching at him from behind; he might have been able to gain some distance, under normal circumstances, but injury and fatigue had taken its toll on him; he desperately needed time to recover before he could once again count himself in Ock’s league. Time that Ock, who had never been the most generous super-villain in the world, was not about to provide him.

He didn’t have the slightest idea what he was going to do when circumstances finally brought him face-to-face with Electro.

He tumbled and rolled and zigzagged around a bend in the corridor, only to have his back pelted with rubble when Ock gained ground by the simple expedient of going through the wall. The tingling of his spider-sense intensified to reflect how much Ock had succeeded in closing the gap. When a pair of pincers snapped shut behind Spider-Man’s head now, the web-slinger could actually pick out the sound of the tiny servomotors that powered their joints. He didn’t know what to do; he honestly didn’t think he could survive another direct assault from those things, but he also knew he’d slowed down far too much to get past them to the vulnerable man at their center.

He put on a burst of speed as the corridor right-angled again, saw a square of bright light at the other end, and realized that the corridor was the problem.

Fighting Ock had always been more a test of agility and endurance than of strength. Merely trading blows was suicide; Ock's strength and his reach were both much greater than his own, and premature assaults always cost the web-slinger more than he gained. Defeating Ock had usually meant spending at least ninety percent of the fight just jumping around, leaping up and over and around and through and sometimes past their slashing arcs until he finally managed to come up with a counterattack the bad doctor didn't expect. The problem with this corridor—any corridor—was that it narrowed the playing field and rendered most of those evasions impossible, limiting the web-slinger's options to simply running away. A fresh Spider-Man might have been able to handle the situation anyway; a tired Spider-Man running on vapor needed some more maneuvering room.

He needed to take this back outside where it belonged.

He aimed toward the square of light at the other end of the corridor and put on a burst of speed, actually gaining a few feet of lead before his spider-sense informed him of a new factor, now directly ahead, that he immediately incorporated into his strategy.

He curled into a cannonball and burst through the closed window in a cascade of broken glass. The dangerous presence his spider-sense had picked up about to break through the window from the other side was the Vulture, who must have completed a couple circuits outside the building just trying to intercept the battle in progress.

The old man's face immediately broke into a hateful snaggle-toothed grin as Spider-Man collided with him in midair. Shrugging off the wall-crawler's feeble swats at his face, suffering absolutely no difficulty wrestling the exhausted hero into a headlock, the Vulture even cackled: "Trying to flee, wall-crawler? Or did you simply imagine that this cowardly maneuver of yours might provide you with an opportunity for a little breather?"

Down below, the onlookers were screaming. Spider-Man gasped: "This is... New York City... Vulchy... trust me... the air inside's... better..."

"I should pluck out your limbs and then drop your writhing torso from skyscraper-height."

"Now... that's an imaginative image... and not a single spleen in it..."

Two gleaming tentacles emerged from the broken window, undulating like cobras dancing to an unheard flute. Or. Octopus appeared at the window, grimacing at the discovery that one of his teammates had caught the web-slinger before he could. “Don’t play with him, you oh) fool! Bring him here so I can finish him off!”

The Vulture responded by putting another fifteen feet between himself and the Doctor’s flailing tentacles. “You’re not giving this orders this time, Octavius. And you’re not taking this moment away from me. I deserve this!”

The Doctor’s computer-nerd complexion turned an angry shade of scarlet. “I warn you, Toomes, if you defy me in this, you will—”

3:14 P.M.

The onlookers on the ground perceived what happened next as nothing but a lightning-fast flurry of motion. Even the footage taken at the scene, examined on the nightly news broadcasts, offered nothing but a blur of red and blue, moving too quickly to be captured even by freeze-frame, transforming the arrogance on the faces of both villains to shock and dismay. It was as if the seemingly helpless Spider-Man had erupted, his arms and limbs turning to streaks of explosive energy—not only breaking out of the headlock, but also pelting the Vulture too many times for anybody to count before flinging the oldest member of the Sinister Six at Doctor Octopus like a missile. When Octopus instinctively used one of his tentacles to bat the hurtling form away, the Vulture became less a bird of prey and more an unconscious shuttlecock, about to slam into the building across the street at terminal velocity. The only reason he didn’t is that Spider-Man himself plucked him out of the sky with one hand—using the other to fire a webline that transformed their shared trajectory to a perfectly plotted arc that ended with both of, them hurtling through another *Daily Bugle* window.

The crowd gasped.

Cosmo the K, watching the battle from his station’s paranormal observation copter, blurted: “Holy Cow!”

Mary Jane Watson-Barker, watching from a 12-inch TV mounted on the wall of the Emergency Room where she'd gone to help some of her ESU friends get treatment for their minor injuries, murmured to herself: "Tiger, don't *do* that to me."

Spider-Man's biggest fan, Flash Thompson, who was also watching, jumped up and down on his salvaged convertible sofa, pumping his fist in glee.

The Chameleon, who had slipped away from the wreckage of the ESU stadium in the guise of one of the rescue workers, and laboriously made his way back to the Sinister Six townhouse to nurse his wounds, scowled in disapproval at the instant replay. "Incompetents," he muttered. He did not include himself in the appraisal.

Colonel Sean Morgan, getting the update from the underground utility tunnel which he and an intra-agency squad of ten handpicked SAFE agents and NYPD officers were about to use to access the *Bugle* building now that the Sinister Six had been confirmed busy, grimaced with satisfaction.

Randolph and Mortimer, the hapless would-be Machiavellians who had been foolish enough to solicit insider information from the Gentleman just last night, and who were now watching the action on a seventy-inch projection TV in their spacious Park Avenue townhouse, relaxed only slightly. The web-slinger wasn't dead. That was good. They didn't particularly care about him, of course, but it wouldn't do for the Sinister Six to succeed in killing him now, at this juncture, when the civilian death count was still zero and they'd followed the Gentleman's advice to wager all their available funds on a casualty rate somewhere in the high four figures. Terrified, now, of being completely wiped out for the second time in one lifetime, they now rested their futures on one forlorn hope: that the *Daily Bugle* building, weakened by the battering it had taken, might topple headlong into the buildings across the street, starting a midtown domino chain that might, if Randolph and Mortimer were lucky enough, take out enough occupied office buildings to make their investment pay off. Every moment the web-slinger succeeded in staying ahead of his enemies brought that much hoped-for eventuality closer to fruition. Or so Randolph and Mortimer hoped, as they watched Dr. Octopus climb across the face of the *Daily Bugle* to pursue the Vulture and Spider-Man back through the

window they'd just entered. *Please, God, Randolph and Mortimer prayed. We deserve this.*

Steve Rogers, aka Captain America, who'd needed less than six hours to complete the urgent business that had brought him to Japan, sat in a darkened hotel room watching an enlarged holo-projection of the battle on his Avengers-issue laptop computer. Despite his faith in Spider-Man's abilities, and the potential international ramifications of the catastrophe he had come here to avert, he hadn't been able to avoid feeling honestly bad about leaving the web-slinger in the lurch during this crisis, and he watched Spider-Man's performance with the analytical eye of a trained super-soldier. He alone saw what most of the observers did not: that Spider-Man's last maneuver, effective as it had been, was the act of an injured man riding the edge of total exhaustion. The web-slinger didn't have enough left to outfight Octopus, let alone any other Sinister Six member who might have been still on the prowl in there—not with sheer physical force, at least. Steve Rogers, who had spent decades defeating enemies stronger, faster, better armed, more numerous, and more ruthless than himself, leaned forward, his chiseled features knitting with concern. *Come on, web-head. Think of something.*

As for the Gentleman, who was already five blocks away, hailing a taxi for a quick hop toward a necessary planned rendezvous in the Diamond District, he didn't pay it any particular attention. He had little real interest in the outcome; it would be nice if Spider-Man fell, of course, but even if the Sinister Six fell instead, with or without that silly cow Pity, his own master plan would be able to continue almost unchanged. If worst came to worst, there were other ways to obtain his next component... let alone deliver it where he needed it to be.

3:16 P.M.

With the Vulture out of the fight for now, Dr. Octopus smashed through half a dozen walls pursuing Spider-Man back to the elevator bank. When he found the doors to the last elevator on the right torn off their tracks, he

stood at the entrance to the shaft, hesitating just long enough to decide whether it made more sense for Spider-Man to have fled up or down.

Spider-Man, who'd been crouched against the shaft wall two stories up, let go and dropped like a stone. He landed with his full weight on Ock's injured shoulder. The Doctor screamed in agony, and toppled off the edge, his mechanical arms already reaching out for something to hold on to. When he brushed against the central cable, as Spider-Man had intended him to, his tentacles instinctively looped around to grab it. Four sets of pincers closed around the same cable, raising angry sparks as they slid twenty feet down its length without appreciably slowing him. Something gray and sticky, part ordinary cable lubrication and part something else, started to collect around Ock's pincers as they tightened to compensate for the slippery surface. The pincers were completely covered with the stuff by the time he could tighten his grip enough to stop his fall. He bellowed in laughter. "Nice try, arachnid! But you should know by now! I am notoriously hard to kill!"

"Who's trying to kill you, chuckles? I'll settle for just making a fool of you!"

Octopus directed his tentacles to climb the cable and wrap themselves around the web-stinger's throat. But they resisted. They didn't want to let go of the cable. Octopus lifted himself closer to one of the tentacles so he could see what was wrong, and saw the entire grasping mechanism was encased in disgusting, sticky gray glop. Webbing. Spider-Man had covered this entire section of cable. He stammered: "N—but—this can't be! The anti-adhesive coating—"

"—was a problem, all right." Spider-Man's voice was closer, but the web-slinger himself was sheathed in darkness. "Not that my webbing was ever at all effective against those tentacles even when it would stick to them. They're way too strong. Fortunately, your little anti-adhesive trick forced me to rethink the problem."

"B-but..."

"Don't you see, Ock? The problem was never getting my webbing to stick to those things. The problem was figuring out a way to get my webbing inside those things!"

Octopus stammered again. And then he fell silent momentarily stunned by what Spider-Man had just cleverly forced him to do.

By spraying a layer of web-fluid over the lubricated cable, the web-slinger had virtually ensured that Octopus would slide a significant distance down that cable before being able to stop himself. When his pincers tightened, slicing across twenty feet of web-coating like a knife passes through butter. Octopus had unwittingly transformed the nearly-microscopic seams between each pincer and the head of each tentacle into scoops, which virtually force-fed the semi-liquid goo into the mechanism's vulnerable interior. The webbing had completely choked the servomotors, the ball-joints, and the cybernetics...jamming each pincer in a closed position.

In short, Spider-Man had figured out a way to stop him with webbing—even after Octopus had contrived a way to render that webbing virtually useless in a fight.

Dr. Octopus, who valued his own intellect above all things, and therefore hated being outsmarted above all things, now found he hated Spider-Man several orders of magnitude greater than he'd ever hated the web-slinger before. "Someday," he snarled, "I will rip your spine from your still-writhing corpse."

"Before or after Venom gets my spleen, and Vulchy drops me armless and legless from a height? Sounds like it's gonna be a messy day." The web-slinger's voice was closer now, but the man himself was still sheathed in darkness. "In any event, I know you well enough to appreciate that you'll figure a way out of this. It won't hold you anywhere near the hour it'll take that webbing to dissolve. I'm sorry, but I'm going to have to knock you out for a little while."

Octopus, once again the unpleasant universally despised fat kid tormented every day in grammar school, screamed. "Electro! Mysterio! Somebody! *Help m—*"

His voice was cut off in mid-word, courtesy of a web-gag that forced his mouth shut.

But his scream had already summoned help.

The side of the shaft exploded inward, in a shower of brick and plaster, glowing with an unearthly blinding light. A glowing form followed, riding the lightning like a beloved family pet.

The most powerful member of the Six.

Electro.

:25 P.M.

Pity, who had spent much of the past half hour lying unconscious in the stairwell, may have revived soon anyway; her powers of recuperation were almost as impressive as Spider-Man's own, and a lifetime of training at the hands of the Gentleman had taught her to suppress her own aches and pains in favor of the unpleasant frequently violent assignments that defined her every working day. She was well on the way back to consciousness when her mind registered the sound of many people racing up a staircase toward her. There was something familiar about the way they were running, too: something about the sounds of boots on concrete, or of metal clinking against metal.

They were almost upon her before her brain put it all together.

She leaped to her feet just in time to see half a dozen heavily-armed paramilitary types, identifiable as a mixed squad of NYPD SWAT and SAFE insertion agents, rounding the landing half a flight down. She even recognized the angry-looking crewcut man leading the charge as Colonel Sean Morgan, just as he locked eyes with her and realized who she was as well.

Half a dozen pulse bolts cratered the concrete wall where she had been. Though one grazed her upper arm, tearing away a furrow of flesh, it was to Pity just another pain to be shunted off into the realm of the totally irrelevant. More to the point was the knowledge that if the authorities had decided to rush the building, this squad would not be alone.

Darkness descended on the stairwell. It was true darkness, Pity's darkness; their flashlights and night-vision goggles would not be able to penetrate it. Almost as soon as it fell, more pulse-bolts erupted out of the darkness—but it was wild fire, the fire of would-be heroes suddenly stricken blind. She heard muttered curses, shouted orders, even a grunt of pain as one of the SWAT officers stumbled and banged her knee on a step.

But there would be others.

The Gentleman had said: *Make sure your teammates know when discretion is the better part of valor. There is too much at stake here, to throw good energy after bad.*

And she always did what the Gentleman said.

She was cursed to do nothing else.

Pity turned her back on her pursuers and raced up the stairs.

3:32 P.M.

The battle against Electro had moved up to the seventh floor—the circulation offices—which were taking as destructive a battering as the four floors immediately below it.

Spider-Man, whose battle plan so far had been a series of desperate evasions and ineffective counterattacks, knew how they felt Electro hadn't scored any fatal hits yet, but that was more a function of the man's catlike propensity for tormenting his prey before attempting a fatal attack; he had so far chased Spider-Man around the building, up the stairs, and through freshly-blasted craters so many times that the web-slinger had lost count. It wasn't like fighting Electro in the old days, when the guy had just been a charged-up doofus in a starfish mask who could be laid low by a properly-flung bucket of water; this Electro was more like an unstoppable force of nature, who just happened to have the personality and speech patterns of a jumped-up thug, fighting this Electro, as exhausted as Spider-Man felt, was not only suicidal, but just plain stupid. But Electro was the only one left—and so Spider-Man was forced to play an endless game of outrunning explosions and listening to the man hurl threats while wondering how on Earth to defeat a guy who presented a threat to everybody in this time zone.

Long past wondering just how much of this building was going to be salvageable once the battle was over, Spider-Man leaped over an electric discharge that would have incinerated him and cried: "One thing I need to know, Sparky! Why did Mysterio have to sub for you at the bridge? What were you up to, that the rest of you were so determined to keep secret?"

Electro swooped close, his hands miniature suns. “You’ll be dead before you ever find that out, creep!”

“Now, that,” Spider-Man noted, evading another powerful series of lightning blasts, “is the kind of rhetorical paradox I keep having to point out to you people! How can I be dead and then find out? Are you assuming I’ll pull the standard super-villain trick of being only temporarily dead?”

Electro hurled a sphere of ball lightning wide enough to engulf the entire hallway. Spider-Man kicked down an office door and leaped inside just in time to evade the broiling heat that blackened the entire corridor; he then kicked his way through the sheet rock wall and into an adjacent office just in time to escape the explosion that utterly destroyed the room he had just left.

“That ain’t gonna happen, creep! I’m gonna do such a thorough job killing you that the cops are gonna need a vacuum cleaner just to mop up the ashes!”

“Vacuum cleaners don’t mop,” Spider-Man tsked. “You really don’t think these things out before you say them, do you? And besides, is this gonna be the same day Venom eats my spleen, Ock tears out my spine, and the Vulture drops me armless and legless from a height?”

The next explosion was one of the most powerful yet. Spider-Man half-leaped, half-allowed himself to be carried by the shock wave, which flung him all the way to the right turn at the end of the corridor. He felt something twist in his wounded right leg when he touched ground, and without wanting to, fell to that knee; it was just a cramp, legacy of all the punishment he’d taken today, nothing that wouldn’t go away in a couple of seconds if he could only arrange for this maniac to give him half a chance... but which would soon kill him if instead he was forced to keep relying on his rapidly-waning reflexes.

Electro stood at the far end of the corridor, his eyes glowing like miniature coals. “Y’know what?” he asked. “You’re right I’m sick of chasm’ you around. I’m gonna put a stop to this.”

He started walking. Confident. Unhurried.

Backed into the corner of an L-shaped hallway, Spider-Man knew he could probably keep running and jumping, even with only one good leg,

even with a pounding borderline concussion, even with exhaustion sapping the strength from his bones, even with blood loss dizzying him in a manner beyond the cumulative effect of all his other wounds. But he also knew he would be fatally slow; Electro would catch him within a minute.

He cast about for something to do. Anything—

And then he heard another collapsing wall, followed by a hideous scraping sound, assault his ears from the end of the branching corridor. He glanced in that direction to see what it was, narrowly resisted a double-take, and thought:

Wow that's something you don't see every day.

Having managed to clear the web fluid from only two out of his four adamantium tentacles, Octopus had just emerged from the elevator shaft, dragging not only a section of cable, but also the entire elevator car along with him. The wreckage of the elevator car, only a little smaller than the corridor and significantly worse for wear after being yanked through what had been several solid walls, followed Octopus like a recalcitrant dog being dragged along at the end of its leash; the man himself was reduced to walking on his own two feet, as he needed both of his two remaining tentacles just to keep pulling himself forward. His scowl, as he spotted Spider-Man, was so extreme that it threatened to swallow the rest of his face whole.

“I... am... Octavius!” Octopus whispered. “And nothing will keep me from your throat!”

Watching, Spider-Man knew at once that Octopus would have needed only a few minutes to free his other tentacles; the man's rage was so completely murderous that he preferred to tear the web-slinger limb from limb first lest one of his Sinister Six teammates somehow manage that task first.

Under the circumstances, this was actually good news.

Because it gave Spider-Man one of those splendid, blinding epiphanies where he knew exactly what to do.

Oh boy. This is gonna be good.

He took a step forward, and stood at the bend in the corridor, waiting as Octopus approached from one direction and Electro approached from the other. He did not face either one of them directly, instead investing one eye for each, a clumsy but effective method of persuading both men that they had his undivided attention. He gave in to his pain enough to allow himself to waver—an act that prompted both villains to move faster, driven by the expectation of blood.

Then he fell to his knees.

Coming down one branch of the L, Electro swooped toward him, his hands outstretched, his fingers sizzling the air itself.

Racing up the other, Dr. Octopus dragged himself into position and hurled his two free tentacles at the web-slinger's chest.

Both villains shouted as they attacked, both bragged about their own unstoppable and the ugliness of the murder they both imagined they were about to commit both cackled with the usual mixture of arrogance and hysteria. Neither one, hidden from the other's sight by the bend of the corridor, had any idea that their own actions were being paralleled—almost parodied— by the actions of an equally crazed teammate; fittingly enough, given the kind of people they were, they both spent this moment alone, at the center of a universe that existed only to cater to their respective whims.

Electro took off and swooped toward Spider-Man, his glowing hands clutching at the web-slinger with the potential of lightning about to strike.

At the very last instant, Spider-Man rolled away, allowing Electro to pass through the space where he had been. The two adamantium tentacles that seized Electro at that moment, slamming him against the nearest wall with bone-crushing force, completed a very deadly circuit. The high voltage that passed through those tentacles may have affected them not at all, but that was because they were only machines; the man at their center was only flesh and blood. Octavius jerked, twitched, made incoherent sub-verbal noises, and danced a spastic jig to an angry electric symphony; his Moe haircut standing on end, his eyes wide and terrified, he sank to his knees and then plopped onto his chest, with a thud that reflected the padded adamantium band around his torso much more than the softer sound that would have reflected the man himself. The tentacles retracted only a second

or two later, a fortunate mechanical reflex that broke the circuit and probably saved the Doctor's life—but then they lay as still as their master, like marionettes helpless without his domineering will.

“C-cool,” Spider-Man said weakly.

He wanted to faint, but there was too much still left to do. He allowed himself a second to examine both Electro and Octopus. Electro looked like he'd suffered a concussion. *But hey* (Spider-Man thought with a wince), *there was a lot of that going around today*. Octopus was breathing only shallowly, and he had developed a little bit of a tan, but he, too, would be all right; he'd had serious electric shocks before and had been all right on those occasions as well. The thin layer of padding that formed an airtight seal between the harness and his flesh may have been an imperfect insulator, but if it kept him from being charbroiled by an accidental zap from his most powerful teammate, then the not-so-good Doctor seemed to be still ahead of the game.

Now Spider-Man had to figure out a way to secure these yeggs, so they wouldn't wake up and start the whole rasslin' match all over again. And he had to hurry, because he didn't have much time before.

... before...

“Aw, no!”

His spider-sense had just alerted him to the three figures stumbling down the corridor toward him. Mysterio, Pity, and the Vulture...

3:35 P.M.

Colonel Sean Morgan's team was still trapped in the unnaturally-darkened lower floors of the building, unable to quickly find their way past a sea of wreckage that had turned the route into a deadly maze of weakened floors and treacherous rubble.

Morgan couldn't get a handle on the nature of this darkness. It wasn't just an absence of light—his people had been prepared for that and had come equipped with a variety of special imaging systems, ranging from infrared and ultraviolet to psionic helmets capable of feeding detailed

ultrasound mapping directly into the visual cortex. Nothing worked— not sight and not substitutes for sight. This left open the question of just how Pity managed to exempt her partners from its effects—let alone how Spider-Man had managed to function for any length of time within the affected areas. Morgan couldn't help the feeling that if SAFE ever did manage to figure out just how lady's powers worked, they would also be on the verge of understanding something fundamentally important about her—but that didn't do a darn thing to help him and his people get to where they might do the web-slinger do some good.

Up ahead, somebody cursed as the floor shifted dangerously beneath an experimental prodding from a rifle butt. Clyde Fury grumbled, "I hate to be the insurance man who has to write up this claim! They tore this place to pieces!"

"If you can't say something helpful," Sean Morgan snapped, "maintain silence! We need our ears here!"

The only response was another shifting of rubble.

Morgan, oppressed beneath a helplessness that tormented him as few other feelings possibly could, grimaced and thought *I'm sorry, Spider-Man. We tried. But this one is up to you.*

3:36 P.M.

The three conscious members of the Sinister Six looked almost as rocky as Spider-Man felt. Mysterio, sans helmet had to support the equally battered form of the Vulture, who could barely keep his eyes open. Pity stumbled along behind them, an ugly blue-black bruise mottling one side of her face. They looked defeated. But they were still dangerous. And they were still coming.

At the thought of having to go through this nightmare yet again, Spider-Man's crest plummeted drastically. "Oh, come on, people! Don't tell me you're still in the mood!"

"Not now," Mysterio managed. "Between you and the authorities... who our distaff member, here, has informed us are making their first serious raid

on the building—you've won. We just want... to gather our wounded—”

“Which is all of you,” Spider-Man noted.

“... and fight another day.”

Spider-Man sighed—nothing ever came easy, did it?—and readied himself for another round. “You know there’s absolutely no way I’m gonna let you do that bunkie. Not after all the mischief you’ve been up to today. Give it up now and I’ll see to it you get a VCR in your cell.”

“You... have better things to do,” the Vulture managed... and here his face broke into a truly hateful grin.

“True,” Mysterio said... and now his face twisted into the same grin, a look that bespoke nasty secrets. “Or have you forgotten your friends in the city room? I left a little surprise for you up there.”

Hearing the implication behind the words, Spider-Man felt all the strength go out of his knees. Just at the thought of what they might have done, he found himself hating these five people—and their absent colleague, the Chameleon, and their employer, the Gentleman—as much as he’d ever hated anybody in his life. As much as he’d hated the Burglar who’d killed his Uncle Ben. As much as he’d hated Norman Osborn, the night that maniac killed Gwen Stacy. And as much as he’d ever hated himself for not being able to save everybody in danger. He wanted to leap on these people, all his civilized restraint forgotten, and show them once and for all what an angry Spider-Man could do.

But concern for his friends motivated him more.

He turned his back on the monsters and covered the distance between himself and the elevators in two short hops. Entering the shaft through the crater Ock had made yanking the elevator from its mooring, he rebounded off the opposite wall and leaped straight up again, his heart pounding harder than the exertion alone required. On the way, he prayed, *Please. Tell me I interpreted that the wrong way. Don’t let them be hurt Don’t let the monsters win.*

By the time he tore open the doors to the tenth-floor city room, he was already steeling himself for the worst.

When he saw what was waiting for them, he knew how banal his mental images had been.

The room was a tableau of corpses.

Most of the people he saw were in pieces, or mangled too badly to be identified. But some were all too recognizable. Betty Brant lay sprawled across her desk, her face blue, her head hanging at an unnatural angle. Ben Urich sat propped up against one wall, his skull crushed, his eyes staring. Arnold Sibert had crumpled across a fallen chair, his shirt a massive Rorschach-blot of arterial blood. Glory Grant was a charred and blackened ruin, save for the beautiful, now staring and sightless face that the maniacs had left untouched. Vreni Byrne, Joy Mercado, Ben Ellis, Jake Conover, Auntie Esther, Billy Walters, and a dozen unidentifiable others, formed a mound of bodies, their parts interchangeable, their personalities subsumed by the grim realities of death. Joe Robertson stood upright against one wall, his face swollen, his neck bruised beneath the typewriter power cord that had been used to hang him from a door jamb. And at the center—dyed red by all the carnage—sat the composing desk, dragged out before the elevators to form the pedestal upon which sat the severed, accusing head of J. Jonah Jameson himself, whose mouth, in the Sinister Six's last macabre joke, had been stuffed to bursting with the remnants of his own cigars. Jameson's eyes were wide open, and his mouth seemed to be crying, *See! I told you! I tried to warn them! This is what tolerating a Spider-Man leads to!*

It's all your fault

all your fault

your fault

yours

murderer

Spider-Man, glory hound

incompetent would-be hero

murderer

we're all dead because of you

YOU

Spider-Man shook his head in mute denial. *No. No. Not all of them. Not everybody. I won. I... won...*

And then he stumbled into the slaughterhouse, wailing with the impotence of grief.



Epilogue



After midnight.

Spider-Man perched on a wall in a dark room bathed by the nearby hum of engines. He didn't want to be here; that shock of that moment in the *Daily Bugle* city room was still reverberating in his skull-taking even more out of him than his exhaustion and his catalogue of injuries, which a few hours spent at home in the care of his sympathetic and recently heroic wife did little to ameliorate. He'd had first aid, a long bath, and several hours lying down, but he still felt he needed another ten hours of sleep before he'd be able to function: that is, if he was ever able to function. Mary Jane had been furious with him about his insistence on keeping this particular planned rendezvous, in his condition, so soon after the two of them had both fought battles in the same nightmarish war.

But Morgan did demand his postmortems, and Spider-Man had agreed to appear at the Brooklyn Bridge at midnight so a SAFE aircar could pick him up and shuttle him back to the Helicarrier.

Why he bothered, he didn't know. Duty, he supposed. Responsibility. (That word again). And maybe a need to keep himself sane.

He could feel his eyes burning from barely-repressed tears.

A door opened, and a SAFE agent Spider-Man had never met before—but who from his cardigan sweater, stooped posture, and thick eyeglasses, did not seem the sort paid for his murderous skill in combat-peered in. His high forehead, topped with a thatch of sandy blonde hair, glinted in the light of the hallway as he said, “Uh, Mister Spider-Man? I've been told to tell you that Colonel Morgan's going to be another couple of minutes yet. Sorry for the delay.”

Vaguely annoyed at the man for disturbing him in his misery, Spider-Man nodded. "All right. Thanks."

The agent did not leave. "Want me to get you something while you're waiting? Your file says you're addicted to coffee."

Spider-Man did, but he could think, of few things he needed, at this point in his life, less than something to increase the knot of tension at the pit of his stomach. "No, thanks."

The sandy-haired man didn't close the door; instead, he left it open and entered, running his hand along the conference table in the center of the room. "You all right?"

Spider-Man stared fixedly at the floor. "Should I be?"

"I guess not. You have had a rough day." The agent fum-fuhered for a couple of seconds, then stepped forward, extending a hand. "Sorry. Troy Saberstein."

All things considered, Spider-Man was not in the mood for a gentle introduction, or for a chat—but he knew this poor guy was not at fault for anything that had happened today, so he shook hands anyway. "Spider-Man."

"I know," Saberstein said, with amusement.

"Yes, I guess you would." The usually glib Spider-Man cast about for something else to say, came up blank for several seconds, and then finally resorted to: "So what's your gig around here, Troy?"

Saberstein hesitated.

"•Classified, huh?"

"Not at all. It's just that-well, I suspect that telling you might bring an abrupt halt to this conversation. I'm SAFE'S post-traumatic stress counselor."

Spider-Man winced. "Oboy."

"That's right I'm the guy who has to keep tabs on the mental health of our field agents, to certify them emotionally and psychologically fit for duty after extremely traumatizing situations in the field."

Spider-Man coughed. "So you're SAFE'S Counselor Troy, eh?"

It was impossible to tell, the way he was backlit, but something in the way Saberstein cocked his head seemed to indicate a rueful smile. “Yeah, I get that a lot.”

“Doesn’t sound like the kind of thing Colonel Morgan would go for.”

Saberstein’s wince testified to a less-than-salutary working relationship. “It isn’t.”

“Ahhhh. Federal regs, eh?”

“You might say that. Hey, mind if I turn on the lights?”

“Suit yourself.”

Saberstein reached out and turned the dimmer knob, increasing the light in the conference room until it was dim and not just blindingly dark. His own features became clearer as he did; a pale, bookish man in his late thirties, whose brown eyes sat unnaturally magnified behind coke-bottle eyeglasses significantly blurred by the tracks of his thumbs. Dressed not in SAFE’S ubiquitous battlesuit, but a white button-down shirt, a cardigan, and slacks, he resembled an accountant more than a representative of any paramilitary strike force. He said: “Sorry if you prefer the dark, but I like to see people’s faces when I talk to them.”

“I don’t know if you’ve noticed this, Doc, but I’m wearing a mask.”

“True,” Saberstein acknowledged. “But old habits die hard.”

“Tell me about it,” Spider-Man said.

“Sure I can’t get you something?”

“Nothing. Really. In fact, I’m not quite in the mood for a shrink right now—”

“Anybody in the mood for a shrink is really interested in wasting the shrink’s time. Besides, I’m not a shrink, and I’m not a doctor, and I’m not offering to be either. And you’re not a SAFE agent so I don’t have the power to remove you from duty anyway. But I am wondering if you’re okay.”

The younger Spider-Man, still formed by the repressed angst of the teenage outcast Peter Parker, might have said something flip or rude; in extreme circumstances, he might have hung the inquisitive Saberstein from the ceiling on a webline. This Spider-Man, who felt infinitely older after

what he'd seen in the *Daily Bugle* city room, made allowances for good intentions. "As okay as I ever get, Doc I mean, Troy. Thanks."

Saberstein nodded, as if accepting that Three beats later, he blurted: "Do you mind if I bounce something off you, though? Just because it's something I've been wondering about?"

Inwardly, Spider-Man moaned. He'd never be rid of this guy. "What?"

"All those things he's written about you... all the ways he's twisted the truth to make your life difficult... all the pain he's heaped on your head and all the ways he's stood between you and the people you want to help... and despite all the other people there, like Brant and Urich, who should have a bigger claim on your loyalty... it was seeing Jameson dead that hit you the hardest, wasn't it?"

Spider-Man was sometimes happy his mask spared him the burden of unwanted eye contact; the SAFE analyst had just nailed the instinctive reaction that Spider-Man would have never volunteered on his own. He considered denying it... but after everything else that he'd gone through today, he just didn't have the energy. "Yeah."

"I thought so," Saberstein nodded, betraying no triumph or validation in having guessed right—merely the interest of a man who would have been surprised to hear anything else.

Spider-Man, intrigued by the analyst's apparent certainty, said: "How did you know?"

Saberstein said: "If you promise not to be offended?"

"Hey, that's one promise I never make. Try me anyway."

Saberstein rubbed his chin thoroughly, and said: "Well, long-distance analysis, based on nothing but news coverage and secondhand observation, is never a good idea... but after years of following your exploits as best I could, I've always thought you must have one humdinger of a father complex."

Beneath his mask, Spider-Man rolled his eyes. "Jameson? Give me a break."

"You just said that his death hit you the hardest."

“But he wasn’t the only one.” Spider-Man protested. “That room was filled the bodies of people I respect.”

“I know,” Saberstein said calmly. “It’s not exactly giving up state secrets to admit that your dossier contains analyses on the apparent connections between you and Ben Urich, you and Joe Robertson, you and Betty Brant—even you and Peter Parker, though he was lucky enough to be out of the *Daily Bugle* building when the Six struck. I’m sure you’ve always seen some of these people as just information sources, but your adventures have centered around the *Bugle* so long that many of them must be friends. Still, Jameson’s always at the center of it. He’s the one whose approval you’ve always wanted... and the one who’s always refused to oblige you.”

Spider-Man couldn’t believe this guy. “If you even think of using the word ‘codependent’, I’m out of here.”

Saberstein chuckled. “Don’t worry. I’m just saying that for a man who’s reportedly saved not only Jameson’s life but also the lives of Jameson’s son, wife, friends, and employees more often than I can count the constant denial of affirmation, of approval, must have turned into a greater motivating factor than you realize. Whether or not you actually see Jameson as a father of sorts —and on some level I actually think you do—no sane person in your position would ever be able to avoid deep resentment about his refusal to accept you no matter what you accomplish on his behalf. And you can’t help measuring yourself, if only a little bit by that impossible standard. If that’s not a father complex, then I don’t know what is.”

Spider-Man’s ears burned; it seemed that whatever time Saberstein had devoted to perfecting this theory must have been well-spent. He stared fixedly at his hands, wished that he had said yes to Saberstein’s offer of a cup of coffee after all, and muttered: “Well... maybe you don’t.”

“As it happens,” Saberstein said, “I’m just getting warmed up. It may be that your need to prove yourself to this one man may be one of the factors that’s kept you fighting the good fight for so long. If that’s the case, then his stupid headlines deserve credit as one of the main factors that have made your continued career as Spider-Man possible.”

“Ha! Wish the old goat could hear that one, at least.”

“I bet you do. But then there’s the reason I’ve told you all this—namely, that if I’m at all right, and I think I am... then there’s the other side of the coin. The thorny question of just why he always seemed to hate you with special vehemence every single time you saved his life. Would you like to know why?”

Spider-Man, who knew that Saberstein was far from completely right about his own motivations, but had to admit that the guy was still making too much sense for comfort, sat a little straighter on the wall where he’d propped himself. He’d wondered about the source of Jameson’s dedicated antipathy for years, at times attributing it to causes ranging from jealousy to a well-founded distrust of paranormal to just another cynical gimmick for selling newspapers. All of these reasons may have been accurate as far as they went; but as pieces of the greater puzzle they’d always left the big picture too fragmentary to be seen. If Saberstein was as insightful about Jameson as he was about Spider-Man himself ... Spider-Man said: “Yeah, Counselor. I think I would like to hear why.”

“If I’m right,” Saberstein said, “and Jameson’s campaign against you is one of the factors that keeps you too stubborn to quit then maybe some small part of him recognizes that And maybe, just maybe... that small part of him also believes that if he ever did quit hating you... then you might also quit saving him.”

The silence that followed was absolute.

Spider-Man considered the one thing he knew for sure: that entering the City Room, and seeing all the butchered *Bugle* employees laid out in a bloody tableau for his benefit, had been one of the very worst moments of his life. At that instant, he’d felt the bottom drop out of the world. He was still recovering from the shock even now, despite what had happened a moment later, when he’d taken another step... and found the scene replaced by a vision of his wide-eyed friends and coworkers huddled together in the center of a wrecked room, their arms and legs bound with duct tape. The apparent massacre had been nothing but a Mysterio illusion; just another joke at the expense of Life, left behind by monsters who respected the rules of their own demented game too much to kill any of these people before they’d earned the “right” by first defeating Spider-Man.

Altogether, counting all the battles the web-slinger had fought earlier in the day, the death toll had remained a big fat zero. There had been some minor injuries, some hospitalizations for exposure and hypothermia and stress... not to mention a barely averted stroke on the part of a certain irascible newspaper publisher when he found out what kind of shambles the web-slinger had “deliberately” made of his building... but so far it seemed that Spider-Man had shut out the bad guys completely. The web-slinger’s innate inability to take comfort in that, when there were still so many loose ends still unaccounted for, had prevented him from considering himself the winner. But he couldn’t help feeling a little better now. “You might have something,” he admitted. “I just wish you could explain away people like the Six that well.”

“Oh, that much is easy,” Saberstein said. “They’re just greedy, evil, self-absorbed, pigheaded maniacs who care about nothing but themselves.”

Spider-Man considered that then shook his head. “Heh.”

“Would you like that coffee now?”

“Yeah, sure. And bring one for yourself. There’s something else about this whole mess that I want to discuss with you.”

Colonel Morgan showed up seven minutes later, showing enough humanity—(or at least military discipline)—to apologize for his lateness; he said he’d been down in Communications, long-distance crisis-managing another situation involving a deadly supernatural manifestation in New Hampshire. It would have been all-too-easy to deduce from the Colonel’s grim expression that things hadn’t gone well, but he was Colonel Morgan: he probably wore the same grim expression ordering the chefs special at all-night diners. Even so, he seemed particularly unhappy at the sight of Saberstein. “Didn’t expect to see you here, Troy. I didn’t direct anybody to inform you we were meeting.”

Saberstein took no particular offense. “I have my sources, Colonel. I’d like to sit in on this one, if you don’t mind.”

“Why?” Morgan asked.

“I invited him,” Spider-Man said.

Morgan looked pained. “Why?”

“From what Spider-Man says,” Saberstein said, “One member of the Sinister Six—the woman—might be operating under substantial duress. I’d like to get more involved in case there’s a chance my input can help find you an opportunity to turn her around.”

Morgan grimaced, excused himself, and left the room.

Spider-Man didn’t have any trouble figuring out why Morgan felt so uncomfortable around Saberstein—since the Colonel did occasionally participate in combat situations himself, he was probably also subject to the therapist’s regular evaluations. The thought of Colonel Sean Morgan being forced to open up to anybody, for anybody reason, was downright funny; Spider-Man, who deeply enjoyed the needling of stuffed-shirts just on general principle, privately blessed the unknown federal regulation that made it possible.

After about a minute, Morgan reentered with Doug Deeley, Clyde Fury, and an elderly, gray-haired man in bifocals and ill-fitting suit, who dragged one leg as he walked and seemed about as much at home in the Helicarrier as Saberstein. Staying as far from Saberstein as possible, Morgan solicitously helped the elderly man to his seat, then took his own place at the head of the conference table. As a sliding panel behind him rose to reveal the usual wall of monitors, Morgan directed Fury and Deeley to sit down. “All right. Thank you for coming out. The content of this briefing will be distributed to all active SAFE personnel first thing tomorrow morning, but I wanted you people to get an early look; it seems that the crisis we experienced today may be only a small preview of the trouble we still have in store. Spider-Man, will you be ready? Your wounds healing?”

Spider-Man, hanging upside down from a webline secured to the ceiling, said, “Not as much as they’d be if I was still home in bed.”

“We’d ail like to be there.” Morgan said. “But—”

“My bed? Sorry. Too crowded for all of us. But I appreciate the interest.”

Though Fury, Deeley, and Saberstein all covered their mouths to avoid laughing, and even the elderly man seemed amused, Morgan seemed ready to chew his cheeks off from the inside; his failure to immediately reprimand

the web-slinger for his attempt at humor could only be attributed to lingering memory of all the lives Spider-Man had saved today.

Spider-Man said, "Sorry, Colonel. I'll be okay. I heal fast I'd prefer to wait a week or two before having to face those guys again, but if I at least get a good night's sleep into me, I'll be able to function."

"They all took pretty bad beatings today," Deeley said. "If we're lucky, maybe they need some recovery time too."

"Which they'll probably take," Spider-Man said, "assuming their plan isn't equipped with any specific deadlines. They may be crazy, but they're not stupid. Well, maybe Electro."

Morgan, who nodded throughout all of this, grumbled once, hesitated, and began again: "In any event since we don't know how much time we have, I wanted to make sure we all know what we're dealing with. The report the web-slinger provided us about his conversation with the old man who called himself the Gentleman," (which Spider-Man had carefully edited to remove any reference to the Gentleman knowing his secret identity), "clearly indicated a player who needed to be taken seriously. The reference to Croesus was the first due, but we also examined the videotape from the *Daily Bugle's* lobby camera, as the man suggested, enhancing the shoddy picture quality as best we could. I also consulted Dr. George Williams here," (Morgan indicated the old man, who acknowledged him with a nod), "who agreed to come out of a well-deserved retirement to be with us today. Williams served an exemplary career with several law-enforcement agencies, including the FBI and the Office of the Treasury; he has also been actively documenting the activities of this particular malefactor for more than half a century."

Spider-Man started. "That long?"

"Indeed," Williams rumbled. "He's been wanted for longer."

"By who?"

"Everybody," Williams said.

As the web-slinger reeled, Morgan said, "With the Doctor's help, we came up with a identification probability of over ninety percent. It's almost impossible for the Gentleman to be anybody other than the man I was afraid he was."

“Who?” Fury asked.

Morgan deferred to Dr. Williams, who leaned forward and spoke in a soft, coherent voice marked by a faint Georgia accent and an almost-imperceptible slurring that testified to substantial recovery from a past stroke. “Well, young man, he’s never called himself the Gentleman before, and the man in the video image is a couple of decades older than his last known photograph-but based on his image and some of the information he gave you about himself, well all feel very foolish if he’s not a very bad boy named Gustav Fires.”

This announcement earned an immediate stunned reaction from Morgan’s people, who clearly knew the name.

As a blurry surveillance-camera photo of Spider-Man’s Bugle-lobby conversation with the Gentleman appeared on the wall of monitors, and as Morgan quietly handed the old man a remote control, Williams continued: “I’m afraid it’s not overstating the case to call this man one of the five most wanted international criminals of the twentieth century.”

Spider-Man, who had made a career of fighting criminals both local and international, said, “I’ve never heard of him.”

Williams cocked one of his oversize eyebrows. “I’m not surprised, young man. He’s never maintained as high a profile as the kind of maniacs you fight. Indeed, he’s gone years at a time without anybody in the international law enforcement community knowing for certain whether he was alive or dead.”

Morgan said: “For the last twenty years or so. Dr. Williams has been in retirement and one of the few voices still alleging the Gentleman to be alive.”

“Quite so,” Williams said—and Spider-Man could detect a note of grim satisfaction of having been proved right after what may have been years of having been written off as just another obsessed old man. “The appalling fellow may have conducted most of his activities anonymously, but he never seemed the type to gently fade away. But SHIELD, Interpol, the Mossad, the Surete, Scotland Yard, and the FBI all have files on him, thick with the hundreds of dirty deals we’ve managed to connect with him over the years. Assassination, terrorism, theft, industrial espionage, subversion,

sabotage—he's always been willing to help finance it, and sometimes arrange it, so he can make blood money on the outcome."

"An investor in chaos," Spider-Man murmured. "That's what he tailed himself."

"It's a good description of him," Morgan said. "Among other things, he sold arms to both sides in the Spanish Civil War, ran proscribed technology to both Latveria and the now-shattered Communist Bloc, loaned huge sums of money at ruinous interest to criminal organizations in Europe and Asia, and propped up the Philippine dictator Ferdinand Marcos so that dirtbag could funnel a couple of hundred million dollars into one of his own private enterprises."

"And he's made billions at it, I'm afraid." This from Williams. "His estimated fortunes are not quite as great now as they used to be—since his capture was designated a renewed priority by President Carter in 1979, the UN and associated agencies, working with occasional input from myself, have been having a field day tracking down and seizing his assets. Interpol has a dozen full-time investigators just following his past transactions to buried offshore accounts. Their overall success has long been cited as supporting the theory that the man was dead; I've always maintained that he must have been simply unable to get to the money before we did, without revealing his whereabouts. Even so, he's still believed to still possess direct access to a fortune of several hundred million."

"Which his type would consider a severe comedown," Morgan said.

"Indeed," Williams frowned. "Which I fear will probably render him even more ruthless, and willing to barter lives for profit, than usual. Whatever he has planned for the Sinister Six does not bode well for the City of New York."

Morgan looked at Spider-Man. "I think it must have something to do with the switch Mysterio and Electro pulled at the Brooklyn Bridge."

"Yeah," Spider-Man said. "That one's been bothering me all day long."

Williams coughed slightly, his aged windpipe transforming some of it into an asthmatic wheeze. "I would not be surprised either. In any event, Fires is a particularly slippery malefactor. One of the reasons he's always been the Holy Grail of law enforcement—mine, at least—is that, in

all the years he's been in the top five of the wanted hit parade (and he first starts showing up on the want lists of various international police forces about 1926), he has only come even close to being caught four times."

"Four times?" Spider-Man said. "In seventy-five years?" "Yes. He's been active since his twenties, and he's pushing his centennial now. This would be our fifth chance to get him. If we get that far."

"I'm beginning to get the picture," Spider-Man boggled. "We're talking about the mugbook of Dorian Gray."

Only Williams and Saberstein broke smiles at that. Williams said, "What we're talking about is a very dangerous and ruthless man, who does not mind escaping over the bodies of others. If you don't mind—"

"Go ahead," Morgan said. "They need to hear this." Williams clicked the remote, revealing a sepia-toned family photograph of a well-to-do family of five: a regal father, a phenomenally beautiful but distracted-looking mother, a serious-faced young girl of four, and two robust preadolescent boys. They were all dressed formally. One of the boys was circled. This is the Fires family, circa 1911—a handsome group, I suppose, and one that absolutely shows a life of ease and prosperity. They were what was then called old money; previous generations had amassed a tidy fortune in the slave trade prior to the American Civil War, moving into railroads, shipping, and construction by the turn of the century. There is some evidence that the father, August, prefigured his son's despicable business practices, arranging catastrophes and profiting from the fallout. Although then American by citizenship, they were European royalty by pretension; the father had even used some of his disposable income to purchase noble titles for himself and his bride, Elizabeth. The daughter, here, is Isadora; the younger boy is Karl and the elder is our man, Gustav.

"Seen in this shot the family seems blessed with good fortune. And, indeed, their aristocratic background served them well when they crossed on the *Titanic* in 1912; the family got into one of the first lifeboats and survived without a single casualty. Alas, Isadora was a casualty of the encephalitis epidemic who died, having slept most of her life away, in 1967; Karl rejected his family's wealth and became a committed (if reportedly still stuffy) anarchist, active in many violent terrorist groups over the years;

Gustav inherited the family yen for money—as well as the lion’s share of the family’s preexisting fortune —and spent the twenty years after this photograph quadrupling the Fires coffers with investments in blackmail, bootlegging, and—using Karl, who by then had developed the knack-contract murder. He became a respected advisor, and occasional moneylender, to organized crime during the twenties and thirties, though he never deliberately socialized with the type; they were far too low-class for a refined gentleman of breeding like himself. Still, he is known to have participated in several notable murders himself, and is rumored to have been an invited participant in one of Al Capone’s notorious baseball bat parties. By the mid-thirties, he was already a wanted figure in several countries.”

“On May 6th, 1937, when I was a young treasury agent working as part of an intra-agency task force dedicated to another investigation entirely, we learned almost by accident that Fires was about to arrive in this country under an assumed name. Even then, his capture would have been a substantial coup. We rushed to an airfield in Lakehurst, New jersey, to meet his zeppelin as it disembarked.” The monitors on the wall behind Morgan and Williams blinked to old newsreel footage of the zeppelin *Hindenberg* as it erupted into flames, crashed, and burned. “Unfortunately, he expected us, and vanished in the panic.”

“Holy Cow,” Fury exclaimed. “He survived the *Titanic* and the *Hindenberg*? Both?”

“Nothing holy about it. Cm afraid. He was just a young boy during the *Titanic* disaster— too young to be guilty of contributing, though his father, a heavy investor in rival shipping, cannot be written off as a planner. Gustav was, however, at the prime of his life during the much later *Hindenberg* incident Although we cannot prove he caused the explosion, I have long suspected his deliberate involvement... and I believe that it had less to do with his concerns about capture than with his then-substantial investments in airplane technology. That catastrophe, which spelled the end of an entire mode of air travel, enhanced the value of his holdings considerably.”

The picture on the monitors changed again, this time to a photograph of the fortyish Gustav Fires, dapper in an exquisitely tailored white suit sharing drinks with a group of similarly-clad men at a table in a smoky

nightclub. Fires, visible only in profile, and partially obscured by the blurred leaf of a potted fern in the foreground, was circled. "In 1942," Williams said, "Fires was operating in Vichy Casablanca and earning a tidy living playing the Allies against the Axis. He ran arms, forged letters of transit and financed phony airlines that collected inflated sums for travel to safe havens and then turned wanted refugees back to the very people who were hunting them. His biggest operation during this period was secretly working with the American auto manufacturer and—you may or may not know this—fascist sympathizer Henry Ford to set up the string of international subsidiaries that permitted Ford to continue doing business with the enemy even at the height of the war."

"Ford did that?" Spider-Man gasped. "You're kidding me!"

"Not at all. Look it up; it's history. Ford sold the Axis automobiles and military vehicles throughout the war, while continuing to do business in America. Fires was one of the conduits he used to facilitate that operation. Please note that Fires cooperated not because he shared Ford's contemptible politics—from all evidence, he has no politics—but because his profiteering gave him a strong financial interest in keeping the war going as long as possible. Late in 1942, the War Department sent me along to advise the early super hero team known as the Invaders—then composed of Captain America and Bucky, the original Human Torch and Toro, the Submariner, Spitfire (a simply charming woman, by the way) and Union Jack—as they flew to Casablanca to apprehend Fires; we almost got him, but he blew up this very nightclub seen in this photograph and slipped away while the local authorities were still sifting through the bodies. That was the second incident."

"I didn't know about that one," Deeley said. "Captain America couldn't get him?"

"Neither the good Captain or his colleagues, myself included, who," Williams said wryly, "I do recall also mentioning."

Deeley shook his head in amazement.

"The third incident," Williams said, clicking the remote again. This time the image changed to a significantly older Fires, still clad in white suit captured in profile as he crossed a busy street in what looked like a

semitropical Asian city. “The City of Hue, Republic of South Vietnam. This photograph of him was taken by accident by a business traveler in the early days of the War. He is believed to have been there to set up a drug distribution network with the cooperation of certain unscrupulous elements in our own government. Incidentally, his brother, Karl, may or may not have been involved in this operation; they may have been politically night-and-day, at least in their attitudes toward money—Gustav being motivated by the acquisition of wealth for its own sake, and Karl being motivated by the wholesale destruction of societal institutions—but there’s every reason to believe that they remained close until Karl’s eventual death in a limousine explosion, a few years ago.

“In any event, Gustav was not in Hue when it was turned to rubble by the Tet Offensive; by then, his network was running on its own. When intelligence sources at the time placed him over the border in Cambodia, the army sent one of its most reliable agents up the river to apprehend him if possible and terminate him with extreme prejudice if necessary. That man was later returned alive but blinded, with his tongue cut out, and in the throes of a hopeless, forcibly induced addiction to heroin.”

“I’m beginning to really hate this guy,” Spider-Man said.

“He does tend to fuel obsessions. Believe me, I know. Where was I? Ah, yes. Fires himself was not located again for several years, though he continued to associate himself with various dubious enterprises. He is known to have associated himself, distantly, with AIM, Hydra, the Red Brigade, and several other well-known terrorist groups. He was next, and last, located during his fourth close call, which was about twenty years ago. The *Croesus* incident.” Williams clicked his remote and changed the image on the monitors to a colorful, sunny, tourist-brochure photograph of a gleaming cruise liner festooned with bright lights as it sailed into a glorious sunset. “The *Croesus* was a Mediterranean casino cruise so exclusive that even the rich and famous needed written invitations just to board. The price of a ticket was somewhere in the upper obscene. This made it a natural gold mine to start with, but Fires being Fires, that was not nearly enough for him; he supplemented his income by using hidden tightly-focused microwave beams to give selected members of his clientele cancer and

radiation sickness, so he could later make a mint predicting the inevitable effect on their respective currencies.”

“Nice,” Spider-Man muttered.

‘Isn’t it? What he didn’t know at the time was that representatives of British, Israeli, American, and Canadian intelligence had infiltrated his organization. I was far too old for field operations by this point alas, but I did function in an advisory capacity. We got the goods on him, and came close to shutting him down—but he found out what we were doing at the last minute, blew up his ship, and got away again, this time in a submarine. That didn’t stop him from later financing or otherwise arranging the assassination of several of the agents involved.

“He got the Americans,” Morgan said, conversationally.

“Yes. He did. And he covered his tracks so well that we didn’t even know it was his doing until a couple of years ago.”

Spider-Man, already boggled by the sheer length of the Gentleman’s resume of corruptions, suddenly went very tense. He spoke in a whisper: “How’s that?”

“Well, that’s not really relevant-” Williams began.

“It might be,” Spider-Man said, with absolute urgency. “Tell me anyway.”

“Well, it involves the villain known as Red Skull, who was also actively wreaking havoc at the time—”

“Only it wasn’t the real Red Skull,” Morgan corrected him.

Williams sighed—and for a moment he looked like the weight of all his years had just descended upon his shoulders all at once. “I knew this was going to be a lengthy digression. All right For the benefit of those of you who might not know, the original Red Skull, the infamous Nazi spymaster personally appointed by Hitler, disappeared immediately after World War Two and didn’t show his face, such as it is, for decades. At the time of the *Croesus* incident, he was presumed long dead. But soon after that he reappeared to take up his old habits... which him a major capture priority.”

Morgan took over. “What we didn’t know back then was that this wasn’t the same guy who gave Captain America and the Invaders so much trouble

during the war. The Nazi Skull was one Johann Schmidt; this fellow was a completely unrelated communist copycat by the name of Alfred Malik, using the Skull's reputation to form a new terrorist organization under his own banner."

"Schmidt's taken over the role again, hasn't he?" Fury asked.

"Yes. Having been artificially rejuvenated a couple of times, he's done just that—and he's responsible for almost all of the nastiness you probably think of when you hear the Skull name. Malik, who was a relatively small-timer, went into hiding when the original Skull returned, on the theory that the first guy wouldn't take kindly to the plagiarism. Didn't help him much, since he was still assassinated by one of the original boy's agents a couple of years back."

"It is a complicated pattern of associations," Williams admitted tiredly, "and it isn't rendered any better by getting ahead of ourselves. Let's leave the Nazi Skull out of this; he's not involved."

Morgan cut to the chase. "The point Dr. Williams is trying to make here is that, when the Commie Skull, Malik, first made his appearance, nobody in law enforcement had any inkling that he wasn't the same guy."

"Exactly," Williams said. "And the same Americans who had spearheaded the operation against Fires were eventually given the assignment to get the Skull next. They infiltrated his organization, gained his trust—"

"... only to be recognized, killed and framed for espionage against America," Spider-Man broke in, his voice oddly strained.

Every head at the table swiveled to look at Spider-Man.

"You've heard this before?" Williams asked.

"Didn't know all of it. Go ahead."

Williams coughed. "The agents were a married couple, Richard and Mary Parker."

Saberstien, who had previously mentioned the web-slinger's suspected connection to their son Peter Parker, started at this; he glanced at Spider-Man, but otherwise remained silent; everybody else at the table, intent on Williams, failed to notice the moment.

“The Skull set them up to die in a plane crash and doctored up evidence that made them look like traitors to their country. Their names were eventually cleared, many years later, but the one thing nobody ever knew—at least until a postmortem investigation into Malik’s dealings turned up information about his organization—was just how Malik identified them as double agents in the first place.”

Spider-Man was afraid he already knew the answer. He didn’t want to hear it. He desperately needed to. His voice sounded strangled as he said: “How?”

“Gustav Fires told him.”

The blood pounded in Spider-Man’s ears. He thought of the things the Gentleman had said, about having been Peter Parker’s enemy since before Peter Parker was born, and about having taken more from Spider-Man than all of his other enemies put together. He now knew what the sociopath had meant and the knowledge was so shattering that he wished he could flee from this room, screaming his parents’ names. Instead, he just cocked his head, grateful for the mask that permitted him to maintain a facade of only professional interest.

Williams said, “Tiers, who was professionally affiliated with the Commie Skull at the time, probably because Karl may have also worked for the organization, recognized the Parkers and betrayed them to Malik. Malik’s financial records clearly indicate a cash disbursement to Fires specifically in exchange for this information. It was not a hard sell; Fires only took a token payment of one dollar American, which was apparently his ironic way of devaluing their lives.”

“When this connection was discovered,” Colonel Morgan said, “it tremendously increased Intelligence interest in bringing this lifelong ratbag to justice. People in our business take it personally when somebody goes the way the Parkers went. Not that anybody, other than you, Or. Williams, ever genuinely expected we’d have another shot.”

“Yes,” Williams nodded, sadly, “given his age, which is not all that much greater than mine, the man’s been believed dead or too decrepit to cause trouble for years.” He turned away from Morgan, and addressed Spider-Man in a voice as cold as the terrible knowledge it conveyed: “But

one thing's for certain, Spider-Man. If Fires is financing this incarnation of the Sinister Six, then he's not just doing it for fun. The man plays only for tremendous stakes. He's planning something big... and profitable... designed to renew his depleted fortunes while leaving a whole lot of people dead."

There was more, with Morgan, Williams, and the SAFE agents spending the better part of the next hour discussing their preliminary plans for interfacing with the FBI, the NYPD, and other agencies in what was probably a doomed effort to track down the Gentleman by conventional investigation.

Spider-Man barely heard any of it. Because another, even more terrible, aspect of all this had just begun to occur to him.

He thought about the parents who had been stolen from him.

He thought about the smile on the Gentleman's face as he bragged about what he had stolen.

He thought about the Gentleman's claim that he always pursued his vendettas into further generations.

He thought about the baby girl in the photographs Mary Jane had found. The one who might have been Peter Parker's previously unsuspected older sister.

He thought about Pity, who had been taken from her murdered parents, enslaved, and conditioned into a murderous thing tormented by a very intact conscience. He thought about how her parents had, like Peter Parker's, been executed for their betrayal.

Pity was the right age.

And if the Gentleman was telling the truth, she had the right background.

Spider-Man didn't want it to be true. It was too big to be true.

But in this small room, high above a city that knew any number of monsters and any number of secrets, the question could not be denied.

Was Pity really Carta May Mendelsohn?

Was she... Peter Parker's sister?

SPIDER-MAN

SECRET OF THE SINISTER SIX

To Joe Siclari and Edie Stern



Prologue



The Casbah

To some, its very name bespoke mystery, intrigue, and romantic foreign adventure.

To the tall, silver-haired predator who arrived that particular night, whose shoes alone cost more than some of this place's denizens could earn in entire years of piteous begging, it was one with Mankind's other cities: an open cesspool.

Granted, in Tangiers, where not everybody had access to indoor plumbing, that may have been a more literal appraisal than most. But the tall silver-haired man saw the comparison on a philosophical level. He registered the heat that gripped the city's streets, locking in the smells as if they were creatures too rare and too precious to be permitted escape; he noted the rats scurrying out of darkened passageways; he observed the crushing poverty of the wretches huddled in the doorways, and he saw nothing romantic or exotic about this place.

He saw a sewer for people.

Another man, a philanthropist perhaps, might have been disillusioned or horrified or moved to immediate political activism.

This one merely saw his treasured prejudices affirmed.

As far as Gustav Fires was concerned, the vast majority of human beings (with but a few notable exceptions, himself included), were slope-browed, mouth-breathing vermin, with about as much intelligence, or meaningful input into their own destinies, as cattle being driven up the ramp to the slaughterhouse. He believed that most men and women lived and died leaving the world neither richer nor poorer for their passage—and that if

their existences had any meaning at all, it was to provide raw materials, and occasional cannon fodder, for those like himself superior enough to rise above the common herd. Places like the Casbah pleased him by providing such a vivid illustration of these principles.

Next to that, the unpleasant smells, and the puddles of filth that ruined his thousand-dollar shoes, were minor annoyances at worst.

Gustav walked briskly, ignoring the beggars who wanted alms and the entrepreneurs who wished to offer their services. He took no notice of anybody until they pressed too close, and he was forced to raise his wolf's-head cane in warning. They always backed off. This pleased him too. Gustav was a spry and healthy septuagenarian, who had been treated with exceptional kindness by the ravages of time. Another man his age might have been beaten and robbed in some of the places he now wandered, but he had never experienced any such difficulty. The common herd instinctively knew better. He had a predator's bearing, in a world filled with sheep.

He followed a circuitous route through increasingly narrow streets and alleyways until he took a sudden right turn into a recessed little alcove he knew. There was a boy there, sitting cross-legged on a ragged piece of burlap, his filthy hands tapping a chipped wooden bowl. The youngster's eyes were white and clouded, his clothes filthy, his mouth an illustration of inadequate alternatives to twentieth-century dentistry. But he was not cattle; the smile that spread across his face, as he recognized the silver-haired man, both proved that he was not blind and showed a level of streetwise understanding that many in this dungheap of a city would have done well to emulate. He said: "The American."

"Please," Gustav sniffed in distaste. "I am no American."

"Your brother says you were born in America. He says that your parents both enjoyed American citizenship. He says that your family made its fortune in America. He says that you are an American no matter how hard you try to deny it, and that your pretensions toward a past in the European aristocracy demonstrate a pathetic need to justify unwarranted feelings of superiority."

Gustav cocked his head in amusement. "Isn't my brother the same man who always says we can choose our own countries?"

"Your brother says he chooses his own borders. This is not the same thing."

"Ahhhh. And assuming I do not wish to spend the rest of this lovely evening parsing my brother's addleheaded political philosophies with a penniless ragamuffin whose future has already been gnawed to the bone by circumstance, where may I find the man himself?"

"He is across the street," the boy said. "His crosshairs have written death on the back of your head."

That caused Gustav no alarm whatsoever. He simply sighed with bemused affection, and said: "The poor boy always tries so hard to impress me. Does he truly think I'll credit his willingness to pull the trigger on me, his own brother?"

The boy said: "He said to tell you that he would do just that, without hesitation, if your purpose here is to harm or exploit his master."

It galled the old man to imagine any member of his monied and aristocratic family ever willingly calling another man master. But he shook his head, and said: "Not at all. I have information his master will find most useful."

"Then turn around."

No sooner had the boy spoken the words than Gustav felt a presence filling the empty space behind him. It was not a common sensation for him; he had lived this long in large part because he was not the kind of man other men could sneak up on easily. The awareness that this time somebody had succeeded was by itself enough to put a name and a face to the culprit. But he smiled, turned, and faced his brother anyway.

It was, as always, like facing his mirror image. The two men were not twins, but they looked so alike it scarcely mattered. Both were tall and slender, with gentlemanly bearing, high foreheads, flared eyebrows, and eyes that contained ice instead of warmth. Advancing age had also granted them both matching silver hair and sunken cheekbones. They also shared expensive, if conservative, tastes in clothing; their suits were as impeccably tailored as military dress uniforms, their ties as precisely knotted as sutures.

They even both affected canes with silver wolf's-head handles. Gustav's brother had only one pretentious affection that Gustav himself did not: a trenchcoat worn loose around the shoulders, like a cape. Gustav had always considered this gauche, but had never deigned to mention it.

They were brothers, separated by some piddling difference in age, and personal philosophies so much at odds that only the ties of blood prevented them from becoming deadly enemies. Gustav Fires was a businessman; admittedly a criminal businessman whose various enterprises had turned spilled blood to spun gold on five continents, but a businessman nevertheless. He was motivated by the accumulation of wealth for its own sake, and he measured his position in life by the growth of a personal fortune already far too great to be spent in a dozen lifetimes. He considered anybody without the ability or the ambition to accumulate similar riches a nonentity who deserved scorn for failure to master the rules of the game.

Family pride required him to make an exception of his brother, who had chosen a different path. Karl Fires had no interest in wealth. Indeed, he disdained it. He embraced anarchy, and fought for the bloody destruction of all of Mankind's institutions, including Money, just as a matter of principle. He had spent decades assassinating kings, blowing up banks, and fomenting revolutions, in order to keep the fires of chaos building. But unlike Gustav, who had often wreaked similar havoc as an investment tactic, Karl planted his seeds just because he liked the chaos that grew from such fertile earth. He worked for any cause that would indulge him in these passions, and had spent the last several years as the loyal chief assassin of the world-famous monster that Gustav had just traveled to Tangiers to see.

It was fair to say that each brother considered the other totally misdirected. It was also fair to say that, for two men otherwise totally incapable of love, they still took pride in each others' varied accomplishments. Why not? Even monsters bow before the tug of family.

The two men clasped each others' shoulders, a gesture that was the closest they ever came to an all-out embrace.

Karl said: "So how many corrupt millions did you make this month?"

Gustav replied, "Five."

"Ha! You're slowing down."

“Not at all. This was a time to start new projects, not reap the harvest of old ones. How many men did you kill this month?”

“Twelve. Five specified targets, seven bystanders claimed by collateral damage.”

Though impressed, and to a degree proud, Gustav still pretended boredom. “I should be permitted to deduct points for your sloppiness.”

“I don’t see why,” Karl said, reasonably enough. “That would give me a score of minus two—which cannot be achieved in the assassination game unless you also save some lives, or spawn children to count as positives. I have done neither. Besides, as you very well know, there are no innocents in war.”

“Or in capitalism,” Gustav replied, a fond reference to a certain African village he’d recently ordered exterminated as the easiest route toward local mineral rights. “It is good to see you, brother. Will you dine with me later?”

“If my master doesn’t order your death, I would be pleased to. I have just the place in mind, too.”

“Make reservations. You always have such excellent judgment. Meanwhile... Malik?”

And Karl’s eyes darkened, just enough to show the murderous impulses that always roiled beneath. “I warn you, brother... do not call him that to his face. Not if you wish to live. He has forever rejected the name Alfred Malik. Formerly, henceforth and forever, he is only the Red Skull.”

Granted the degree of his brother’s somewhat excessive loyalty to the colorful terrorist in question, Gustav Fires refrained from saying the first thing that came to mind, which was: Oh, please.

The genuine Red Skull had been a common busboy by the name of Johann Schmidt, chosen randomly by Adolf Hitler himself to be reinvented as the human embodiment of the terror that his regime was intent on inflicting upon all conquered nations. Fitted with a realistic death’s-head mask that he was never seen without, Schmidt had proven even more formidable than his mad sponsor had dreamed, gaining in power, influence, and ambition until he became one of the most feared figures of the Second World War.

Gustav Fires, an investor in several illegal (and indeed, for an expatriate American, downright treasonous) business ventures that had proven invaluable for the Skull's worldwide spy network, had enjoyed an amicable working relationship with the fellow. He had provided the Skull with weaponry, intelligence, and even transportation and discreet medical services on a number of occasions. He had aided the Skull in the elimination of several human nuisances. He hadn't shared the Skull's abhorrent political or racial philosophies enough to act on them himself. He had more than his own share of prejudices, but he also believed that moral principles of any kind were a barrier to the needs of profit. Even so, he had developed a strong respect for the man, which the Skull had, in his own common way, reciprocated.

The Red Skull born Johann Schmidt had vanished at war's end. Nobody had known whether he was alive or dead, still active or in hiding.

That had been decades ago.

The world espionage community, which should have known better, had unaccountably accepted this newly emergent Red Skull, this pretender born Alfred Malik, to be the same man. But he wasn't. He was just a second-rate communist agitator with a lookalike mask who was intent on riding the original Skull's fearsome reputation to a similar position of power. Oh, he was still a dangerous man, and one too formidable to risk underestimating. But the depth of his vision was best measured by the fact that he'd stolen an identity forged on the political extreme completely opposed to his own. That, alone should have spoiled the disguise for Malik with anybody intelligent enough to pay basic attention. But then, Gustav supposed, the world espionage community was too entrenched in its own game of musical backstabbing to reject comrades incapable of remaining loyal to their own causes. In any event, Gustav was one of the few people outside Malik's organization who knew this new Red Skull to be the fraud that he was.

Facing this new Red Skull in the man's tastelessly appointed office—a nightmare tapestry of ferns, oriental rugs, incense, and arched doorways with bead curtains—Gustav could only think: I knew the Red Skull. I worked with the Red Skull. The Red Skull was a valued business associate of mine. And you, my dear Malik, are no Red Skull.

Gustav did not express his scorn out loud, but contented himself instead with perfecting the bored quality of his gaze. He sat in the appallingly uncomfortable armchair the faux-Skull reserved for guests and supplicants and simply stared at the man, saying nothing until Karl had finished obsequiously backing from the room. He then suffered another unconscionable delay as the faux-Skull attempted to intimidate him with the ruthlessness of the commands he barked into his desk phone. The faux-Skull fitted a French cigarette into a tapered holder, took a deep drag, and said: "You are looking healthy, my old friend. Someday I must ask you the secret you and your brother share, for so ably bearing the weight of your years."

"It is called superior breeding, Malik. A trait you must find as foreign as originality."

If the faux-Skull took offense at the reminder that his disguise had been originated by another, he hid his annoyance well. "Your brother says that your parents are both still alive. Given your own advanced age, I am impressed."

"You should be." Both elder Fires were indeed still alive, several years into their second century. However, endangered by the activities of their sons, they now lived under assumed names in a heavily armed compound somewhere in Thailand. There was little hardship involved. Extraordinarily wealthy themselves, and still actively investing, they lived in sybaritic luxury, unknowingly functioning as living savings accounts, ripe for assassination the second Karl or Gustav decided they needed to inherit. Gustav made a mental note to check today's stock listings to determine whether now would be the most profitable time, and then changed the subject. "I say, the explosives I helped you obtain for your Capetown operation were satisfactory, were they not?"

"Yes." The faux-Skull exhaled a cloud of smoke. "And the Soviet military aircraft, and the Israeli reactor plans. You have always provided most worthwhile merchandise, at a fair price. And your brother Karl has always proved just as reliable in his services as assassin. Did I tell you that I now affectionately call him the Finisher? He—"

Gustav broke in before the pretender could launch into some favorite terrorism anecdote. “I did not come here to engage in your puerile version of small talk. This was a business visit.”

“Oh? Is my account not up-to-date?”

“Your payments have always arrived on time, and in the proper denominations. No, it is not that.”

“Then why inquire about my satisfaction? Can you truly believe our relationship permits you to call in favors?”

Gustav was rapidly running out of patience. “We do not do favors, you and I. Not for each other, and not for anybody else. No. I asked because I wish to remind you that I offer trustworthy goods—and I am here to render a valuable service indeed.”

“Tell me what it is,” the faux-Skull demanded, “and I will tell you whether the Red Skull deigns to buy.”

It was the word “deigns” that finally aroused Gustav’s anger. He rose to his feet, and declared: “Let me make one thing clear to you... Malik. I have no respect for you. I believe you are operating way out of your league, I believe that you have little future in this line of endeavor. I also believe that if you somehow manage to continue avoiding the authorities you bait with this ridiculous, impudent masquerade of yours, you will still come to a bad end... because your predecessor, the genuine Red Skull, shall not take kindly to your imposture when he returns.”

The faux-Skull’s grin was like an unhealed wound. “If he returns. I doubt I have much to worry about, there. He is as dead as Cain.”

“If you truly place your faith in that,” Gustav sneered, “then you are not only a fool, but a damned fool.”

The faux-Skull placed his gloved palms against his desk and slowly, imperiously, rose to his feet. “I should order your death at the hands of your beloved brother.”

“Oh?”

“He would do it if I commanded him. Without hesitation.”

“Indeed he would,” Gustav conceded. “Utterly without hesitation. But without resentment, as well? Would even you actually be shortsighted

enough to plant a simmering need for vengeance in the heart of your most deadly assassin?”

The two men were now facing each other nose to nose across the mahogany desktop—or at least (Gustav reflected later) as close to that condition as they could get, as the faux-Skull wore only a noseless death’s-head mask.

The silence between them was pregnant with hatred, scorn, and murder.

The real Red Skull, faced with such insults, would have struck Gustav dead with his own hands, damning the consequences in lieu of the immediate satisfaction his rage demanded. The faux-Skull, perhaps intimidated and perhaps merely keeping his options open, sat back down and spoke in a diplomatic voice that betrayed no sign of his previous anger: “We fence over imagined slights when there’s still mutual benefit in our association. It is counterproductive. So tell me, my friend: why did you come here? What is it you’re proposing to sell?”

Gustav did not sit. He reached into his jacket pocket, removed a cigar, bit off the tip, spat it out, then lit the tip and puffed away for several seconds, both calming himself and reestablishing his own control of this situation. After several seconds he spoke in a voice that, like the faux-Skull’s, betrayed no sign of their strong mutual enmity. “You have recently recruited some new field agents; a married American couple who go by the names of Richard and Mary Parker.”

The faux-Skull blinked in surprise. “Yes. A truly appalling pair of traitors. They hate each other with a delightfully murderous passion. The work they do for me displaces the aggression they would otherwise almost certainly channel toward killing each other.”

“And they have already shown their capabilities by performing certain small tasks for you, am I correct?”

“Courier work,” the faux-Skull said dismissively. “Minor intelligence gathering. Nothing critical. Nothing involving wetwork. But all well accomplished. If they continue to work out, I intend to promote them to positions of higher authority at the earliest appropriate opportunity.”

Gustav blew a smoke ring. “I had the same opinion of them, once.”

“Oh? You know them?”

“I thought I did. When they worked for me, on my Croesus operation.”

The faux-Skull leaned forward, sudden suspicion in his eyes. “But your Croesus operation failed.”

“Indeed. It did.”

“Were they less than fully efficient?”

“They were very efficient indeed... at being undercover agents of the United States of America.”

“No!” the faux-Skull grimaced.

“Yes,” Gustav said. “Together with the rest of their team, recruited from several western powers, they destroyed Croesus, seized my profits, and came dangerously close to apprehending me as well. I saw enough of their affection at that time to know that this mutual hatred they now pretend to feel for each other is absolutely as counterfeit as their past pretended loyalty to me, or their current pretended allegiance to you. They are not traitors to their country at all. They love it unconditionally, much as they love each other. And if you do not take immediate steps to eliminate them now, preferably in some manner that would cast serious aspersions on their integrity, and therefore give their superiors in Washington reason to disbelieve any information that they might have already gathered... well. In that case, Malik, I can promise that your inevitable downfall will come sooner rather than later.”

The faux-Skull was on his feet again, that small percentage of his normal skin color which showed at his collar-line now almost as scarlet as his mask. “I will kill them. I will kill them and then I will kill everybody in their families.”

Gustav held up a finger. “Excuse me,” he said. “I provided this information for a price. You may kill the Parkers. You may disgrace them. You may do anything you wish with them. Indeed, I would be very pleased if you tasked my dear brother with the job.”

“I intend to.”

“But as partial payment for providing this crucial information, I do require you to limit your vengeance to Richard and Mary alone. I myself

reserve exclusive right to plan future vengeance against their loved ones. Specifically, any extant offspring.”

The faux-Skull cocked his grotesquely-masked head, and regarded Gustav more closely. “Why?”

“Because I do not war on children.”

“Scruples, Gustav? For one such as you?”

“Hardly,” Gustav said. “Standards. I have always played the glorious game of Revenge at my own pace. When striking against the families of my enemies, I am more than willing to wait a few years for their offspring to reach the age of maturity. That way, when I ruin their lives, they can fully appreciate the magnitude of my revenge. Even resist, insofar as they can. I find the hunt far more sporting that way.”

The faux-Skull was incredulous. “But you are already a man in your seventies. Can you truly be so certain that you’ll live long enough to pursue a vendetta against enemies who are only children now?”

“As I said: superior breeding. You worry about killing the senior Parkers. Leave the next generation to me.”

The faux-Skull drummed his fingers against the desktop, brooding. “Very well. I suppose I can sacrifice that particular pleasure. But you had said ‘partial’ payment. What else do you request?”

“To illustrate graphically just how much I value their lives,” Gustav Fires said, “the princely sum of one American dollar.”

The faux-Skull spent exactly one second digesting that. Then the grotesque smile spread across his face again—and he threw back his head and laughed. He was a terrorist, and a mass-murderer, and a monster in the shape of a man. He was a human obscenity who profaned the earth with every step. But he did absolutely appreciate a good jest. And Gustav Fires had just provided him with one of the best he had ever heard.

He even provided his own followup line: “Do you have change for a five?”

Several days later, Richard and Mary Parker died in a plane crash arranged by Karl Fires, in his role as the Finisher. They were found surrounded by manufactured evidence that seemed to implicate them in the

genuine theft of United States classified documents. Malik made sure that the news was leaked to the papers, rendering them posthumously infamous as the worst alleged traitors since Ethel and Julius Rosenberg.

That much happened a little more than twenty years ago.

In the next few years, the following important things also took place.

Gustav Fires, investor in chaos, continued to make obscene profits investing in chaos throughout the world. His various enterprises contributed to wars, revolutions, biological and ecological catastrophes, and human suffering in dozens of countries. He remained free despite the best efforts of international law-enforcement agencies to bring him to justice. Well into his eighties now, he even picked up a brand-new alias that perfectly communicated his image of himself: the Gentleman.

He also acquired, and began to train, a silent, diminutive young girl named Pity, who had been born with certain gifts that would render her invaluable as an assassin. Using the most advanced mind-controlled techniques extant, the Gentleman conditioned her from early childhood to obey his every word. This left her little will of her own, and an intact conscience so she could be forever tormented by the atrocities she was made to commit at his command.

Peter Parker, son of the disgraced Richard and Mary, grew up in Forest Hills, Queens, raised by his kindly Uncle Ben and Aunt May. None of them suspected that the daily doings of their lives were regularly reported to the Gentleman, in preparation for the day when they would all be punished for what Peter's mother and father had done.

The unseen threat hung over Peter's entire life like a death sentence.

He never would have known he was doomed to an early death, until the moment it came to claim him.

Then everything changed.

When Peter was 15, the Gentleman received word that something astounding had happened. The boy had been bitten by, of all things, a radioactive spider. This had not killed him. Instead, through some bizarre, one-in-a-billion miracle of biological alchemy, it transformed him into a super-strong, fantastically agile, wall-crawling marvel of nature who called himself Spider-Man. Supplementing his powers with a home-brewed web

fluid, and learning from bitter experience that with great power comes great responsibility, he became a part-time super hero, fighting evil men with names like Doctor Octopus, Mysterio, the Vulture, Electro, and the Chameleon.

The Gentleman, who found this fascinating as well as pathetic —surely an adequate mind would have found far more profitable ways to employ such a gift—decided to let the situation develop. He had ordered the observers who'd brought him this information executed to keep the secret safe. And he continued to watch, taking deep pleasure in the many ironies that began to overtake the young man's life.

That turned out to be a mistake.

It was evening, in the quiet book-lined study where Gustav Fires sometimes retired to contemplate the many accomplishments of his life.

The room was a treasure-trove, filled with forgotten folios, one-of-a-kind first editions, and volumes so rare that even the world's greatest savants had no clue they existed. They included lost plays by Aristophanes, the long-lost director's cut of the silent movie classic known as *Greed*, the journal of certain shocking explorations undertaken and later suppressed by Sir Richard Burton, and a slightly singed manuscript for the presumed-destroyed first draft of Stephenson's *Dr. Jekyll and Mr. Hyde*. He even had the manuscript a young Ernest Hemingway had flung into the ocean, in the vainglorious belief that all writers should burn their earliest offspring; it was a masterpiece that easily dwarfed anything else that worthy savant had produced. A scholar could have spent lifetimes in this room, just cataloguing the solutions to great historical and scientific mysteries. Fires, though erudite, was no scholar. Someday, he might sell a few: if whim dictated, he might burn them instead. It mattered not. He was The Gentleman. And a Gentleman, by definition, owns.

One of his many servants, a now very aged oily little man by the name of Ugarte, who the Gentleman had commanded since rescuing him from police authorities in wartime Casablanca, entered through a hidden doorway. "Forgive me, sir. I thought you might want to know."

"What?" the Gentleman asked irritably.

"It is about your brother."

“Karl?”

“Yes. He has... left the world of the living. Violently.”

The Gentleman sat up a little straighter. He did not feel shock. Karl had been, after all, by that point a man in his eighties, working a very dangerous profession. Though time had slowed him down and forced him to rely on technological solutions for most of his assassinations, the risks would have had to catch up with him eventually. No, he was not shocked; but the news still hit him hard. After all, now that their sister had finally succumbed to the encephalitis that had kept her bedridden all these years, and their parents had been... well, turned in for their cash value, for lack of a better phrase... Karl had been the only person on the face of the planet for whom Gustav felt any emotion even approaching love. He felt the void. “How?”

Ugarte swallowed. “He had been... tasked to eliminate somebody who was harassing his longtime employer. He used the guided missile array in the back of his limousine.”

The Gentleman nodded. As the Finisher, Karl had enjoyed a number of successes with such devices. “And?”

“The target doubled back, leading the guided missile back to its source.”

“Impossible!”

Ugarte shrugged apologetically. “It happened. Karl was mortally wounded in the explosion.”

The Gentleman still couldn’t understand. “But... who could possibly outmaneuver one of Karl’s missiles?”

Ugarte didn’t want to say the next part. He averted his eyes. He licked his lips. He avoided the Gentleman’s gaze. And then he said it: “Spider-Man.”

The Gentleman almost shouted: *Parker*? But Ugarte had not been trusted with that particular secret. He merely fell back and repeated: “Spider-Man? The American crime-fighter?”

“As near as I can reconstruct,” Ugarte said, helplessly, “he came to Tangiers to investigate the murder of the Parkers. I do not know how he got involved... but he blew up Karl and defeated the false Skull and obtained the evidence he needed to prove their innocence. It’s only a matter of time

before the U.S. intelligence community revises its verdict. He's... won. I'm sorry."

The blood roared in the Gentleman's ears. He felt a colossal emptiness in his belly, and an unfamiliar sick sense of loss that it took him several seconds to identify as the emotion lesser human beings experience far more frequently as grief. *How... interesting*, he thought distantly. *I actually loved somebody. I never suspected. I wonder if he felt the same way?*

Then he closed his eyes and fought his way back to rational thought. Karl. His brother and only peer. Dead. Young Parker. Who he had left alive, for the moment, on the theory that vengeance against him might be more sporting that way. Whose emergence as a self-styled crime fighter the Gentleman had observed with amusement. Whose continued existence, new abilities and all, the Gentleman had allowed. Who had, somehow, unknowingly and unwittingly, crossed an ocean to draw first blood in a war he could not even suspect.

"Karl..."

The irony of it was almost delicious.

But Karl was still dead.

The Gentleman grimaced, considering what he would have to do. He could, if he wished, complete his vengeance easily. Now. He could send assassins to this Spider-Man's home, to this place called Forest Hills, and he could have them eliminate not only Parker, but also his aunt, his friends, his employers, and everybody he knew. He could excise this cancer, and all the tissue surrounding it. And he could sleep well knowing that his duty had been done.

Yes. That would satisfy the needs of Blood.

But Blood was not enough, now.

The Gentleman needed Parker—Spider-Man—damned to a living hell before he died.

He needed Parker to torment himself with guilt for the loss of somebody he loved. He needed Spider-Man to condemn himself for a failure great enough to counterbalance all the petty successes of his career. He needed to destroy Peter Parker, and he needed to destroy Spider-Man, and he needed

to strike a fatal blow against the city that Spider-Man called home. He needed Spider-Man to know the name of the man who had destroyed him. And he needed to make a profit doing so, not just because it was the way the Gentleman had always operated, but because the all-encompassing nature of such a victory would only torment the wall-crawler further.

An opportunity that met all of these requirements might take years to arrange.

But that was all right.

As the Chinese like to say, revenge is a dish best served cold.

And the Gentleman knew how to be very cold indeed—

The Parkers were cleared. The false Skull was, as predicted, assassinated by the true one. Spider-Man continued to fight for the city of New York, honestly (if naively) believing that the murder of his parents was a closed book. He had no reason to believe otherwise. After all, Karl Fires and Albert Malik were now both dead; as far as he knew, nobody else had ever been involved. As for the Gentleman, he bided his time, and collected his data.

More years passed.

The past seemed to recede.

Until that unbearably cold winter month that the Gentleman arrived in New York, his fresh-faced assassin Pity in tow. He was about to resume his deadly vendettas against both Peter Parker and his alter ego Spider-Man, armed with the delicious, hard-won knowledge that they were one and the same...



Chapter One



Winter in Manhattan.

The sky was the color of asphalt. A cold, bitter wind whistled down the avenues, whipping the coats of the miserable pedestrians hugging themselves as they rushed toward places of shelter. The filthy remains of the most recent snow sat piled on street corners, like islands connected by the black slush oceans that accumulated at every slight depression. Wind chill ruled the streets; even folks who preferred the cold walked facing the ground, their lips chapped, their cheeks flushed, their expressions contorted into the grimaces of people who could feel the very air around them transform into a creature with frigid, gnawing teeth.

It was an exceptionally harsh New York winter, after several mild enough to exacerbate fears of global warming. Nobody was ready for it. The streets were a mosaic of hacking coughs and runny noses and stares of pure misery. Homeless people who usually preferred the parks to the city's notoriously dangerous shelters fought each other for beds, warm alcoves, and heating grates. Tenements burned one after another from fires caused by faulty space heaters. Coffee and tea were consumed by the bucket. And weathermen kept a constant look at the skies, warning of fronts poised to turn all of this into a winter storm capable of dropping not inches but feet of snow on the city streets.

Max Dillon, strolling down 3rd Avenue on this most beautiful of all days, felt positively balmy.

He was balmy, of course—in the psychological sense. Some would have called him insane. But he was also balmy in the meteorological sense. Had he been any more balmy, he would have been giving off steam. Warmed from within, he'd dressed for weather thirty or forty degrees warmer than

the actual temperature dictated: dungarees, sneakers, a long-sleeved shirt, with nothing but a light trenchcoat to function as his sole concession to the expectations of everybody required to feel the cold. Some who saw his goofy, daydreaming smile imagined that it must have been his mood alone that warmed him. And they weren't entirely wrong, but his mood enjoyed substantial support from his own version of central heating.

Dillon was a dull-looking crewcut man of average height and moderate build, possessed of the kind of face that one would assume to have been specifically designed for frustrated scowling. But today his eyes were bright; downright electric, in fact. Together with his smile, which betrayed a warmth normally alien to his personality, they made him look downright likeable—a quality he had not possessed since the accident that had befallen him on his very last day of his job as a power company lineman. That accident had somehow turned him into a human dynamo, able to harness and project the power of electricity. Since then, in his career as the super-criminal known as Electro, he'd been so very far from likeable that he actually qualified as frightening. But today people smiled at him as he passed by, as if the very sight of him warmed the heart of anybody lucky enough to pass within his sphere of radiant happiness.

It was almost enough to make him empathize with this “life is beautiful” nonsense he sometimes heard.

By the time he entered Vukceovich Florists on West 83rd, he was whistling.

He entered the normal way, through the door, which was genuinely unusual for him in regards to retail establishments. Usually, he blasted his way through the walls. The novelty felt strange, but pleasantly so. He especially appreciated the little bells that jingled to signal his arrival. They were cute. Festive, he thought.

“Be right with you,” said the florist, a fortyish moustached man who resembled a gene-splice between Mark Twain and the goggle-eyed silent movie comedian named Ben Turpin. Humming, he wrapped a bouquet of long-stemmed roses for his current customer, a pudgy young man in his early twenties who seemed genuinely embarrassed to be seen making this purchase. He ran the guy's credit card, gravely wished him luck, then

turned to Dillon as the pudgy young man left. “And hello to you, sir. I do hope you’re enjoying this gorgeously beautiful day.”

Dillon glanced out the window, at the skies the color of slate. “Beautiful?”

“But certainly, sir. It is always beautiful in my shop.” The florist gestured at the multicolored bounty of nature that surrounded him on all sides.

On most other days, Dillon might have sneered. Today, he smiled in appreciation. “Good point.”

“And you, my friend, are positively glowing.”

“I am?” Damn, he’d been meaning to watch that.

“Of course. You are clearly a man in love.” Oh. That. Dillon’s grin turned goofy. “Yeah.” “I knew it. It’s like you’re wearing a sign. Will it be roses? A dozen, perhaps?”

Dillon felt his cheeks burning. “Yeah. Fine.” “Two dozen would be even better, you know.” “Then three dozen,” said Dillon, who was positively scarlet now.

“Do you want to fill out your card while you’re waiting?” Dillon nodded, and took the preferred pen. Alas, he didn’t have any words. It wasn’t that he had no experience with women: hell, he’d even been married once, until she’d divorced him for his lack of ambition and he’d been forced to move back in with Mom. But physical affection had been difficult since the accident which had led him to his new career; there tended to be, well, too much of a spark these days. Lethally so, in some cases. And while he’d been working on his self-control in recent years, the lady he wanted to woo now, Pity, presented special problems of her very own. She was totally mute, totally withdrawn, and totally under the thumb of the creepy old man she worked for. She would have qualified as a shrinking violet if she wasn’t also a superpowered ruthless international assassin. Dillon was sure he could bring her out of her shell if he could only come up with the right things to say. But he was also sure that the wrong words would drive her further away.

It was so unfair. They had so much in common, after all. They were both outsiders. They were both unappreciated. They were both sensitive. They

had both spent their lives being knocked around by fate and by super heroes. If they could just get past this psychological conditioning she'd been subjected to since early childhood, and free her to act upon her heart, as Dillon was free to act upon his heart, then love, marriage, and even a couple of kids could not be far behind. Dillon was certain she'd had the same thoughts. He'd always been able to read women that way. What could he say? It was a gift he had, or imagined he had.

But he still had no idea what he was going to write.

He considered: SOME LOVELY FLOWERS FOR MY LOVELY FLOWER. He considered: FOR THE ROSE IN MY LIFE. He even considered: I WILL KILL THAT OLD CREEP FOR YOU. That would have been most romantic of all.

He settled on FROM MAX.

(Did she even know his name was Max? He wasn't sure. He'd have to subtly work it into a conversation, somehow.)

The florist returned with a double bouquet. Dillon handed the man a hundred dollar bill from his recently inflated bankroll and wondered just how long it had been since he had done something so mundane. Imagine. Paying the man. With money. He hadn't made a simple cash transaction in months—most of the time, he either stole what he wanted or had it provided to him at whatever maximum security holding cells the feds managed to stick him in. It occurred to him, briefly, to wonder why he devoted so much time and (ha, ha) energy to stealing cash when his powers had always largely freed him of the need to use it.

"Keep the change," he said.

"My," the florist chuckled. "You do have a case, don't you?—I will warn you to get these lovelies inside quickly. It's bitter cold out there."

"I'll keep them warm." Dillon promised.

This, of course, was actually what he did once he got out onto the street—generating a low-level electrical field around himself that raised the ambient temperature a good thirty degrees. He moved through the Manhattan crowds so quietly that nobody he passed had the chance to register anything but the most fleeting moment of relief.

It was midway to his destination that Dillon experienced a truly horrible thought. There were, after all, four other adult men among his current business associates. What if any of them liked Pity the same way he did? What if one of them made a move before he could?

Well, he'd incinerate whoever it was, of course. But was it a possibility?

He concentrated furiously. Okay. Forget Toomes right off. He was a zillion years old and he looked like an old Wild West hanging judge; his days as a ladies' man had probably gone out with the first incarnation of the hula hoop. Beck was also totally out of the picture. He was dashing enough, but he'd also been oddly, completely oblivious to women for as long as Dillon had known him. (Dillon had always wanted to ask him about that.) Smerdyakov, on the other hand, was a potential problem: the guy's whole shtick was looking like anybody he wanted to, which meant that being Cary Grant or Gary Cooper or Tom Cruise or any of those other pretty boys was far from beyond his capabilities. Dillon would be right to worry about Smerdyakov. But really, Octavius was the real problem. The Doc may have had the haircut of Moe from the Three Stooges, the physique of a little boy statue holding up a hamburger outside a fast-food restaurant, and the personality of the most pretentious chef ever to hold a job in Paris, but he'd also demonstrated a baffling personal magnetism that had prompted at least two women to become murderous super-villains just as a way of staying close to him. If Octavius truly intended to make a play for Pity, the competition would be fierce.

He thought about what he'd have to do, if this came down to open hostilities between himself and Octavius.

Despite his protective cocoon of warmth, he shuddered.

Even super-villains can know fear. There was something about this latest version of the Sinister Six that gnawed at him. Actually, that something was a someone. Pity's mysterious and very wealthy guardian, if that was the right word for it, known only as the Gentlemen. The Gentleman had brought together four members of the original team—Adrian Toomes, the high-flying Vulture, . Quentin Beck, the genius of special effects known as Mysterio, Anatoly Smerdyakov, the master of disguise known as the Chameleon, Otto Octavius, who thanks to his lifelike and ultra-powerful

adamantium tentacles was aptly named I Dr. Octopus, and himself, Electro, the master of electricity. Together with Pity and himself, the Gentleman stated that his reason for this latest grouping of the Sinister Six was to destroy Spider-Man. The Gentleman also said that if everyone followed his orders to the letter, not only would Spider-Man be destroyed, but the four super-villains would also become incredibly wealthy. So far the Gentleman had been as good as his word. Tooms, Beck, Smerdyakov, Octavius, and he had been more than amply paid for their attacks against Spider-Man.

But that didn't mean things were going smoothly within the ranks of the Sinister Six. Octavius and already threatened to kill the Gentleman. Dillon was amazed that he hadn't carried out that threat. Dillon also felt that the Gentleman wasn't telling them the whole story.

Dillon hoped that the answers wouldn't result in him losing everything and landing behind bars.

A few blocks downtown, Dillon descended to a subway station. He purchased a token—another banal transaction that I brought a bemused smile to his lips—then waited until the next uptown train left the station, carrying with it the handful of commuters who had been sharing his platform.

After a quick glance at the opposite track, to determine that it was deserted as well, he leaped off the platform and onto the third rail.

For Dillon, the sensation was a lot like dipping his toes into a heated pool: warm and invigorating. He said, "Ahhhhh."

And then, still balanced on the rail but not wavering at all, he harnessed the current the same way an electric motor would and used its energy to start propelling him forward. Slowly at first, but with increasingly accelerating speed, he rode the rail into the darkened tunnel before him. He gained speed faster than the subway train had, and without the sense of resistance that anything that large conveys as it overcomes its own tendency to stay put. His passage made no sound at all but for the soft whoosh of stale air parting to allow him through.

It occurred to him that he could easily catch the train that had just left and utterly destroy it, as well as everybody aboard, before it reached sanctuary at the next station only a few blocks up.

Extortion against the subway system. Interesting. A possible future project.

But not now. Now he had flowers to deliver.

Dillon surfed the rail until he spotted the signpost, an innocuous-looking patch of fluorescent paint glowing against the tunnel wall. He hopped down to the tracks. A tunnel rat hissed at him; he pointed a finger at it. The air suddenly had the tang of ozone as crackling electric energy built up in Dillon's hand. Then a bolt of lightning shot out of his fingertip and hit the rat, reducing it to a mound of blackened meat. Then he walked the four steps to an alcove that required only a slight shove in the right place before it became an open doorway, leading into a narrower tunnel lit by halogen lamps.

Dillon smiled and entered.

The headquarters his employer, a nasty old guy called the Gentleman, had provided Dillon and his associates was a spacious townhouse in the upper eighties. It was luxurious, equipped with every conceivable amenity, and so carefully chosen for privacy that the Gentleman had also rented the townhouses on either side just for the sake of keeping them vacant. It even came equipped with this tunnel, a secret passage that snaked a hundred yards beneath the city streets to connect the basement to this section of subway line. The small army of illegal off-the-books workers who had labored for weeks on end just to provide Dillon and his friends with this convenience were now all dead and buried in unmarked graves. Nobody, least of all Dillon, could deny that they'd done a very good job.

Dillon passed through the long tunnel into the townhouse basement, which (despite an impressive wine cellar) was not much of an improvement over the subway track. Rather than ascend to the house proper, he climbed the steps to the enclosed rear courtyard, closing the cellar door behind him.

The fresh air invigorated him, as the main problem with secret passages to subway tunnels, however well-built, was that they tended to stink something awful.

But that was not why he took an extra-deep breath now; instead, he just needed to gather up his nerve for the next step.

Speaking his heart.

He rose off the ground and flew to a certain window on the third floor of the townhouse.

Pity's room.

The window was ajar a crack. Dillon had left it that way. He slipped the fingers of one hand beneath the window, pulled it open, and clambered inside, careful to avoid brushing his double bouquet. It was dark in the room. Not unnaturally pitch-black, as things tended to be whenever Pity was around, but a dim, oppressive dark, ruled by shadows. Dillon hesitated, then gently placed the flowers atop her made bed, making certain that the card was prominently placed.

Then somebody said: "Flowers? For me? You shouldn't have."

It was not the voice Dillon had imagined hearing from the silent Pity.

It was not even a woman's voice.

It was instead a soft and papery voice, that spoke in cultured accents—yet seemed to have been dipped in venom.

Max Dillon narrowed his eyes, turned, and took in the sight of the hated figure seated in the easy chair on the opposite end of the bedroom. The mysterious benefactor known as the Gentleman had been sitting so still that Dillon's cursory glances had utterly failed to register his presence there. That was odd, as presence was one thing that the Gentleman possessed in abundance. His face may have been as craggy and as worn as any other man in his mid-nineties, but they still bore the stamp of the handsome figure he must have been decades ago: he was tall, robust, tireless, and possessed of a pair of cruel black eyes sharp enough to pierce an enemy's heart. The most hateful thing about him was his smile, which projected the self-satisfied superiority of any man capable of reducing other human beings to catalogues of their faults and inadequacies. It was impossible for anybody to become the recipient of that smile and not feel primally violated. Dillon, who would have found that sufficient reason to despise the man, hated him all the more for the knowledge that Pity had lived her life enduring an endless series of smiles just like it.

There was something odd about the Gentleman this time. He was not dressed in his trademark tailored suit, as he'd been every other time Dillon had ever seen him. He was in a black silk bathrobe, covering pinstripe

pajamas so perfectly shaped to his frame that he might have been able to get away with wearing them in public as a suit.

“What are you doing here?” Dillon snarled. “Waiting for me?”

“Not at all,” the Gentleman said, with infuriating politeness. “I was resting from a long day. This is my room, after all.”

“This is Pity’s room.”

“Not at all. With the authorities now aware that I’m in town, I have judged it unwise to remain in my prior accommodations at the Plaza.”

“And where will Pity sleep?” Dillon asked, his anger rising. “In here, with you?”

“Not at all. I have toyed with the idea of telling her to take a flannel blanket down to our subway access tunnel. After all, we shouldn’t leave such a potentially valuable entranceway unguarded.”

The thought of Pity forced to spend long nights in that dank, freezing passageway, with only rats and cockroaches for company, was enough to make Dillon snarl again. “Do you always have to be so cruel to her? Can’t you just leave her in peace for five minutes?”

The Gentleman removed a cigar from his bathrobe pocket, and sniffed it with evident pleasure, but did not light it. “She was the daughter of my enemies. And I have sworn that she will never know a moment’s peace, as long as she is under my control. Of course, I have already pledged to give her to you once all the phases of this operation are completed. You may then provide her with more dignified accommodations, if you desire. But you will never succeed in freeing her soul. I promise you that.”

Dillon’s eyes flashed lightning. He advanced upon the old man, his face a mask of energized hatred. “I am going to kill you as soon as our business is over. You know that.”

The Gentleman chuckled, betraying absolutely no fear at all. “Take a number. Rest assured that Pity shall receive your lovely gift, for all the good that will do either of you. And go tell the others that I shall be ready to brief them on the next phase in a few minutes.”

Dillon didn’t return downstairs until he went to his own room, removed his civvies, and donned the costume that had made him infamous: a

skintight green suit with a yellow lightning-bolt pattern that formed an inverted V across his chest. He didn't particularly expect trouble, but with his previous buoyant mood now turned as bitter as a shattered dream, he felt better dressed for carnage.

Stomping downstairs, he remembered what the atmosphere in this townhouse had been like only ten days earlier, before the Gentleman arrived with Pity in tow to present the terms of his proposed operation. The guys had all been irritable and impatient and bored waiting for their proposed sponsor to show up. They had, however, also enjoyed a certain casual familiarity that manifested itself in their willingness to spend their enforced down time shooting bull, playing cards, and (in Beck's case) rotting his mind with hour after hour of cheesy sci-fi on cable. They had dressed casually and, with the possible exception of Octavius, whose major leisure-time activity seemed to be ranting to himself about his genius, lazed about like any other bunch of buddies on their day off. They may have complained about it at the time, but they'd enjoyed themselves.

Not now. Because they all still bore the bruises recently inflicted by their battle with Spider-Man, they were frustrated by the Gentleman's continued refusal to describe his master plan more than one step at a time. They knew it had to be something big, worth waiting for if they had to, but the old guy had turned out to be an arrogant, insufferable prig even by the standards of their line of work. The waiting had turned to brooding, and the boredom had turned to seething anticipation. Toomes and Beck now wore their work costumes all their waking hours—an affectation that reduced Toomes to just a grumpy old man in a bird suit and Beck to a grumbling, silent presence in an opaque goldfish-bowl helmet. As for Octavius, he had stopped removing his mightily-tentacled adamantium harness, even to sleep. He paced back and forth, muttering to himself, his metallic tentacles undulating around him like an honor guard of cobras.

Dillon himself had donned street clothes only because he'd judged it more romantic to buy Pity her roses rather than steal them. But he sympathized with the frustration the others felt. He wanted to blow up something. Anything. If not the Gentleman, then perhaps a wall-crawling busybody in a stocking mask.

As Dillon reached the bottom of the stairs, Leonardo DiCaprio edged by him, with a comment that had something to do with being the king of the world.

Dillon ignored him. “The Gentleman says he’ll be right down.”

The monster movie on the TV cut away to a commercial for the Frank T.J. Mackey seminar. Beck turned down the volume. The artificial light rendered his complexion, a road map of past acne scars, especially pale this week. He was never a happy man, but he looked more than ever like a man whose stomach was choosing this moment to rebel at whatever he’d had for lunch. He cleared his throat—a delightfully rheumy noise he’d been making every ten minutes this week—and rumbled: “Joy.”

Toomes just look old and sour. “Reason to celebrate.”

“Says he’s ready to brief us on the next phase.”

“That’s nice of him,” said Toomes. “Isn’t that nice of him, Quentin?”

“Positively princelike,” Beck muttered.

Rodney Dangerfield wandered by, tugging at his tie, and declaring that he got no respect, no respect at all.

The men in the room had all developed identical opinions of the Gentleman. He had pockets deep enough to pay handsomely for their services, but he was also the human equivalent of a fish left to rot beneath the passenger seat of your car. He did not improve with familiarity.

Beck had once grumpily asked the Gentleman, during one of their strategy sessions, why he went so far out of his way to be so unpleasant all the time.

The Gentleman had grinned and said, “Because it suits me.”

Dillon, who had been stealing, kidnapping, murdering, and blowing things up for almost a decade now, thought that kind of attitude just plain wrong.

Pity wandered in, as always half-woman and half wounded pout. In her usual day-to-day outfit of black tights and puffy white blouse, she looked less like a deadly international assassin than anybody Dillon had ever met; she was only a hair over five feet tall, was baby-faced enough to pass for a teenager although she was several years into her twenties, and sported a

hairdo that she might have deliberately copied from the young Princess Di. She also maintained an air of emotional fragility so palpable that was next to impossible to say anything to her without worrying that it was going to make her cry. The vertical scars she bore on each cheek seemed less a memento of past battles than a reminder of abuse survived. As always, Dillon gave her his best warm smile. As always, she failed to acknowledge it; she just passed him by. This time she went to the easy chair where Toomes sat glowering at the fire, and quietly handed him a cup of Earl Grey.

Toomes, startled, flashed one of his rare unmalicious smiles. “Thank you, my dear. That was very sweet.”

Dillon wanted to spew. Pity had been doting on Toomes all week long, bringing him tea, doing him favors, even listening with rapt attention as Toomes told pointless and interminable anecdotes about his misspent youth. Since Toomes hadn’t ever done anything even remotely interesting with his life until turning to crime in his old age, she was probably the only person on the entire planet willing to listen to him. Dillon had originally pegged this as simple compassion on her part, until he realized that she deferred to Toomes simply because he was so old.

The Gentleman had described the hold he had on her as state-of-the-art psychological conditioning, instilled since early childhood; he had bragged that while she clearly hated him, and clearly loathed the atrocities she was forced to commit at his command, she would still rather die than consider disappointing him in any way. She had obviously seized on the elderly Toomes as a substitute authority figure, worthy of her obedience whenever her true master the Gentleman was absent.

This only deepened Dillon’s hatred of the Gentleman. And gave him cause to wonder whether Toomes might be the key to freeing Pity from the man’s poisonous influence.

But how to turn that key? Did Dillon dare tip Toomes to the power he held over her?

Pity exited, this time passing by Stephen King, who was busily scribbling a new story in the corner. Octavius, who was standing nearby, glared at her with obvious resentment and said: “We shouldn’t discuss the

Gentleman in front of her. She's his creature. She probably tells him everything we say."

"I hope she does," Dillon said. "The nasty, pucker-faced old geezer."

"I don't like that reprobate any more than you do," said the annoyed Toomes, "but I honestly wish you'd retire that word geezer. Some of us do belong to his generation, you know."

"Toomie," Dillon said, "you may be a crotchety old coot, but I would never dream of calling you a geezer."

Toomes considered that, and displayed a graveyard of unevenly-spaced teeth. "Wise of you... Max."

There. Toomes had called him Max. With any luck, Pity had heard.

Singer Michael Bolton ambled by, butchering a classic Beatles tune. Everybody ignored him, just as they had ignored Adam Sandler and Dan Quayle and Harlan Ellison and Tom Hanks and every other inappropriate celebrity who had passed through the room in the last few minutes.

"This is our opportunity to renegotiate," said Octavius, whose tentacles were bobbing about like frantic puppies competing for their master's attention. "If the hateful old fool is indeed finally ready to tell us the nature of the madness he's planning, then we have to present him with a united front. We have to remind him that we're more than just mindless lackeys. We have to take the control he wishes to deny us!"

"I have no problem with that," Beck said, from beneath his fishbowl helmet.

"Me neither," said Toomes. "Except that—"

Jim Carrey wandered by, performing a very theatrical double-take. Everybody ignored him except for Dillon, who had taken all he could stand of this. "What's up with Smerdyakov?"

Beck coughed. "He's been morphing faces all day. His equivalent of fidgeting, I suppose."

"He's still upset about the way his part of the plan went down last week?"

"Wouldn't you be? Defeated by a civilian?"

Dillon, who had once been defeated by a dorky physics student at Empire State University, empathized. He hopped over the back of the couch and landed in a seated position. “Well, maybe he’ll feel better when we get our next installment. I—”

Pity rushed out of the kitchen, moving right past the still-glowing Octavius to a vantage point at the foot of the stairs. Her expression was as blank as ever, but her posture was alert, even apprehensive—the look of a woman always prepared for immediate action, because delays of even a second had never been tolerated. The subsequent sound of the Gentleman descending the stairs, his leisurely pace less a function of his advanced age than his imperious refusal to be seen hurrying for any reason, was almost redundant in context. The other men in the room could all see from her demeanor that she knew her master was arriving.

It was another reason to hate him, out of an ever-expanding catalogue.

When the Gentleman appeared at the bottom of the stairs, Dillon saw that he’d dressed for the meeting. He’d donned his usual elegantly-tailored black suit, and he carried his wolf’s-head walking stick, clicking it against the tiled floor with every step. His smile was, as ever, venomous. “Ah! I see that you’re all gathered. I trust Max told you to expect me.”

“He did,” Beck said drily, “but we stuck around anyway.”

The Gentleman acknowledged the jest with a nod. “Then let us gather around to outline the next phase of your employment. There are profits to make. Pity, fetch me a brandy, and hurry back. You’ll want to hear this too.”

As the Gentleman moved to the center of the living room, and Beck used the remote to silence the TV, Octavius advanced menacingly, brandishing his tentacles like clubs. “Not just the next phase,” he growled. “The entire plan.”

The Gentleman was neither surprised nor intimidated. “Oh. Doctor. Do we truly need to have this tiresome discussion again? —As I stated when first presenting the terms of your employment, the plan is what I bring to this partnership. Premature disclosure leaves you free to kill me and continue on your own.”

Beck removed his helmet, revealing an impatient scowl on an acne-scarred, thuglike countenance. “Maybe we ought to kill you anyway, old

man. Because your plan doesn't seem to be working all that well so far."

The Gentleman chuckled at that. "You refer to the apparent failure of the Day of Terror you declared against Spider-Man? But that was not a failure at all, dear boy! You may not have killed the wall-crawler, or succeeded in ruining what little reputation he has, but those were only secondary goals, minor indeed next to the citywide distraction that permitted Pity and Electro to steal the canister we really wanted. Indeed, I thought you all performed your chores admirably—with the extreme exception of Anatoly, the only one of our merry band who permitted himself a humiliating defeat by a civilian."

That was a low blow; Smerdyakov had in fact had his butt royally kicked... by an actress-slash-model named Mary Jane Watson-Parker. The fact that she was evidently an unusually formidable actress-slash-model, and that she'd also been a major player in the defeat of one of Beck's recent schemes less than one week previous, scarcely mattered. Among people who fight super heroes on a daily basis, being defeated by a civilian, let alone a civilian woman, was just about the most humiliating thing that could possibly happen. It had left Smerdyakov in such a volatile mood that his teammates had been tiptoeing around the subject all week long. Even Octavius, hardly the most sensitive man on the planet, had held his tongue out of simple respect for Smerdyakov's feelings.

Now the Gentleman had gone and brought it up. Apparently, just to ratchet up the unpleasantness a notch.

Smerdyakov's latest disguise—a cadaverous-looking Marilyn Manson—faded, replaced by a featureless white mask that failed to hide the extreme anger of the man hidden beneath. "She got in a lucky shot!"

"Since I've seen your bruises, I daresay she got in a couple dozen." The Gentleman tapped his silver-handled walking stick against the floor twice for emphasis. "But no matter. Your incompetence was not enough to prevent the acquisition of the canister."

Smerdyakov stepped forward, his mask contorting into enraged caricatures, to match the anger of the man. "You did not think me incompetent when you required me to free several of these people from the most closely guarded maximum security facilities in the country. You did

not think me incompetent when you required me to obtain information none of your other operatives could. You did not think me incompetent when I pulled you out of Somalia that time. You have always come to me for results, and you have always treated me like a dog. Well, no longer! I have damn well earned your respect, old man, and if you even think you can talk to me the same way you talk to everybody else—”

The Gentleman dismissed him with a gesture. “Very well. I withdraw the comment.”

“If you think that halfhearted retreat is anywhere near enough—”

“As I said,” the Gentleman continued, raising his voice to overpower the Chameleon’s anger, “we will interpret your loss to the third-rate actress as a momentary lapse. And, as I said, at least we have the canister. That was the important thing.”

Toomes stirred at this second mention of the canister. It had been kept in a state-of-the-art secure facility on Governor’s Island, and the Gentleman had been willing to throw Manhattan into absolute chaos to obtain it, but he had not yet divulged the nature of its contents. “What’s in it, anyway? Nerve gas?”

The Gentleman accepted his brandy from Pity. “Nothing so mundane.”

“Plague virus?” Beck ventured, perhaps seizing on that as a possible explanation for the headaches that had been plaguing him all week long.

The Gentleman shook his head. “Please. Unlike some of you, I have never been malicious for the sake of being malicious. Only when it suits me. Profit has always been my primary motive.”

“Yeah, but if you were into blackmailing the city—”

“I am not. Large-scale terrorism as a means of extortion never works, in my experience. There are just too many risks involved with collecting the payment. For what it’s worth, the contents of the canister are totally harmless to living things. I could break the seal in this room without any of you ever noticing—at least, not in terms of your continued robust health, physical and (as far as it goes) psychological. You would soon witness other effects, of course.”

“What, then?” Toomes asked.

The Gentleman removed a cigar from his jacket pocket, clipped off the tip, lit it, and took the first deep puff. "That is still classified."

At that point, Octavius evidently decided he had taken more than enough. Moving with a speed that made the act itself almost invisible, the Doctor's adamantium arms lifted him to waist height and flew him across the room like a missile. Pincers a thousand times harder than the hardest diamond closed on the Gentleman's lapels and lifted the old man off the ground, pulling him close to Octavius until only inches separated the two scowling faces. "I will not tolerate any more of this infernal secrecy of yours!" Octavius shouted.

Darkness licked at the corners of the room. Pity leaped to the ceiling and adhered there, anger marking her usually forlorn face. Everybody else in the room froze, prepared for the free-for-all that seemed about to happen.

The Gentleman, unconcerned, glanced at Pity. "Excellent reaction time, my dear. But unnecessary. I will take care of this. You may back down. The same goes for the rest of you." His gaze flickered back toward Octavius. "You have a concern?"

"Yes! We are not your lackeys! We are your partners!"

Still unconcerned, despite his obvious discomfort, the Gentleman said: "You are my employees."

"We are more than that! You are helpless without us!"

Astonishingly, the Gentleman chuckled. "Say that again when you have managed to avoid incarceration for as many decades as myself. Or indeed, even for a few months at a time."

Octavius snarled. "You mock me?"

"No. I state a simple fact."

"If we wanted to force you to talk—"

"You would still learn nothing," the Gentleman said. "I am an old man, with not much time left on this Earth. There is little in this life still capable of frightening me. Least of all you."

The faces of Octavius and the Gentleman were practically touching now. Octavius spoke in his most dangerous tone: "You are a fool."

“Clearly not. Telling you the plan in advance would mark me as a fool.” Still dangling from the Doctor’s tentacles, the Gentleman raised his right hand to his lips and took another drag from his cigar. His subsequent words were all accompanied by puffs of smoke that detonated like bombs against the Doctor’s face. “I understand that some of you might not approve of this condition. If you wish, you might leave my employ now, taking the five million apiece already paid and sacrificing the five million apiece I promised on completion. There is certainly no way I could stop you; ours is, after all, not the kind of contract that can be enforced in a court of law. But you would also be sacrificing the even greater riches at stake. That,” the Gentleman said, “is entirely your choice.”

For a moment, nobody in the room (except possibly the Gentleman, whose confidence never wavered), knew what Octavius was going to do.

Then Octavius directed his tentacles to lower the other man back to his feet. The tentacles withdrew only a few inches before hesitating, then returned to straighten out the Gentleman’s rumpled lapels. If that seemed to imply an apology, the Doctor’s next words proved otherwise: “If you do not live up to your promises, old man... you will wish I’d killed you tonight.”

The Gentleman smiled his hateful smile. “If you attempt such a coup again, my dear Octavius... then so will you.”

There was no doubt in anybody’s mind that both men were capable of making good on their threats.

The Gentleman gestured for everybody to sit down. The still-grimacing Octavius obliged by taking a seat on one of the couches. Dillon, hating the Gentleman as much as Octavius did, but seeing that the confrontation had been postponed for now, chose an easy chair. Smerdyakov, still nursing a grudge of his own, picked a seat beside Octavius, his eyes brimming with resentment. Toomes and Beck shared the other couch, their own expressions impassive. As for Pity, she simply dropped from the ceiling and took her place beside the Gentleman, her features once more only a wan and lonely mask.

The Gentleman enjoyed several contemplative puffs of his cigar, perhaps hiding just how much his showdown with Octavius had shaken him, perhaps forcing the Six to wait out of sheer principle. But at long last he

looked up, rubbed the spot beneath his right eye, and began. “Now that we have reestablished the chain of command, I suppose there’s no harm in giving you some idea just how much of this operation remains uncompleted. Essentially, there are three additional steps. The next one will be to obtain another vital piece of equipment; that should only take a few hours, and may be done at your leisure sometime tomorrow afternoon. Pity will not be with you for that phase, as I shall have need of her services myself all day long, but you should not expect any extraordinary difficulties without her. Once that task is accomplished, I shall immediately provide the next installment of your wages and brief you on the most critical part of the operation. At this point, I promise you, you will all enjoy a much clearer view of our mutual goal.”

“Will we be done then?” Beck asked.

“No. To keep myself indispensable, and therefore free of your capacity for betrayal, I shall hold back one vital step even at that point. Taking care of that one primary detail, at the same time you’re fulfilling your group assignment, shall be my own personal responsibility. If you kill me before then I shall not be able to do my part, and you shall experience only limited success on the operation. If you leave me alive... well...”

The Gentleman’s smile spread across his aged features like a cancer metastasizing across flesh.

He puffed his cigar, waved away the smoke, and grinned at a room filled with murderers with reason to hate him.

“... then the scholars,” he said, “shall need to labor overtime to produce a newly adequate definition of wealth...”



Chapter Two



Consider, now, the phenomenon of Truly Bad Ideas.

Great ideas may come along only once in a lifetime. When the right individual is blessed with the right combination of perfect opportunity and perfect inspiration at the perfect time, the result can be a world-shaking inspiration that nobody else could have had.

Bad Ideas are significantly more common.

Indeed, it's not unusual for entire hordes of people, who may be worlds apart in background and temperament and personal resources, who have nothing in common except for opportunity, to all come up with essentially the same Bad Idea. They will all be tremendously proud of themselves. They will all leap headfirst into action, armed with the utter conviction that they just came up with a Bright One. And they'll all believe—or act like they believe—that Nobody Else has ever walked into a brick wall by coming up with this very same Bad Idea before them.

There was one particular Bad Idea that had occurred to a large number of people over the past few years. It was a very Bad Idea, but it was growing more popular all the time.

Today, it was Mitchell Silverman's brainstorm.

There's not much that needs to be said about Mitchell except that he was twenty-seven years old, built like an anorexic lamppost, severely nearsighted, tremendously talented in electronics and totally clueless about everything else. Mitchell, who worked in the backroom of a VCR repair shop in Queens, didn't get out much. What made him truly dangerous to himself and to others was that he didn't pay much attention to the rest of the planet. He never read the papers, never watched TV, never discussed current

events or the state of the world, and immediately forgot any news stories he happened to pick up by osmosis. This state of affairs had led to him overlooking, that is completely missing, that is never once taking note of, such minor trivialities as the OJ trial, the Monica Lewinsky scandal, the war in Kosovo, and the frequent near-destruction of the planet Earth by various aliens, megalomaniacs, and madmen.

This helps to explain his total lack of awareness that many, many, many, MANY people, over the past few years, had come up with the very same Bad Idea he now believed belonged to himself alone.

That idea was to build himself a bright, colorful costume equipped with all sorts of offensive weaponry, and venture out into the city streets to commit robberies.

He honestly thought he was the first guy ever to do this.

He wasn't even the first guy this week.

Designing a costume that was essentially a blue bodysuit with a mask exposing only the bottom half of his face, he studded it with the dozens of differently-colored flat disks that he had designed as weapons. Some of the disks were grenades, others guided missiles; some fired lasers; some delivered electric shocks; and some spun like buzzsaws and sliced pretty round tunnels in walls. Two of them, clamped to the soles of his bright yellow boots, provided enough vertical lift to permit flight. He had to be extra-careful with those, since they had a tendency to fly in opposite directions and leave him dangling upside-down in the abyss between them. But a couple of hours of practice in the elevator shaft had rendered him reasonably competent in their use. There were even some disks that did nothing, an innovation he called a brilliant strategy to keep the cops off guard, but which was actually due to his inability to come up with enough gimmicks to cover every square inch of costume.

He called himself the Disk Jockey.

He meant the name to inspire fear.

He looked like a guy covered with polkadots.

Clearly, as folks with bad ideas go, he was really going to town in a big way.

And things did seem to go pretty well in the beginning. On his first day over Manhattan, he spotted an armored car, swooped down, blew a hole in the roof and flew away with two big bags of loot.

It was so easy he wondered why nobody had ever thought of this before.

Then he encountered one major reason why what he'd done was a Truly Bad Idea.

It was a sound, immediately above him.

Thwip.

The Disk Jockey looked up and saw something that made no sense at all: a masked man in a red-and-blue body stocking, somersaulting through midair in a position that would have put most professional contortionists to shame. The masked man held the end of a long twisted cable in one hand. He shouted something about the Disk Jockey being a “bunkie” (whatever that was) and made a disparaging remark about the Disk Jockey's costume (like he was in a position to criticize), before hurling a punch that had a lot in common with some express trains.

The impact hurled the Disk Jockey the equivalent of half a city block before his gyroscope disks compensated and set him on course again. “Ow!” he shouted, as he flew down a narrow crosstown street. “What the dickens did you do that for?”

The man in the red and blue costume kept pace right behind him, leaping from one rooftop to another in dizzying tangles of contorting arms and legs. “Dickens?” he repeated. “Dickens?”

“Yes, *dickens*! Do you have a problem with my vocabulary?”

“Dickens,” the man in the red and blue costume mused. He did something too fast for normal human eyes to register (something that involved that thwip sound again) and dropped into the Disk Jockey's path, this time dangling from a knotted cable of some kind. “Forgive me, but that's not usual super-villain banter.”

The Disk Jockey changed course to avoid him. “What's a super-villain?”

The man in red and blue made the thwip sound again, and kept up. “Aren't you the guy who just robbed that armored car?”

“That's right! And who are you, that you should care?”

“You don’t recognize me?”

The Disk Jockey, now seriously annoyed at the antics of this pest, hurled a rotating-buzzsaw disk. “Should I?”

The man in red and blue easily dodged the deadly missile. “All right. You’re beginning to scare me now. Tell me you really don’t know.”

“I don’t know, I don’t know! This just struck me as a good way to make a few extra bucks! But you will regret the day your path crossed that of—the Disk Jockey!”

The man in red-and-blue did fall behind then, but only because he was too convulsed by uncontrollable laughter.

The Disk Jockey, coming in low over the rooftops, experienced the first inklings of a ghost of a shadow of a suspicion that this new career move might have been insufficiently researched.

He took a sudden left turn into a narrow air shaft between tenements, dropped four stories in less than a second, zipped through an open window, scared the devil out of a family of four having lunch, smashed through another window on the other side, then rocketed straight up, cleared the rooftop, and drained power from all other systems to provide himself an extra added burst of speed.

Then the man in red and blue popped into view beside him, easily keeping pace with a series of grasshopper leaps. “Lemme give you a clue.”

“I don’t want your clue!”

“Does the term friendly neighborhood super hero mean anything to you?”

“I don’t even know what a super hero is! Now leave me alone!” The Disk Jockey hurled a grenade disk, which burst against a tenement wall in an explosion of brick and plaster dust. The pest disappeared inside the cloud, but the Disk Jockey couldn’t make himself believe that this was permanent. He needed to do something else, something drastic, something that would permit him to escape and analyze precisely where this idea of his had gone so disastrously wrong.

Like many people victimized by their own Truly Bad Ideas, the Disk Jockey then attempted to compensate with a tactic that made his first

brainstorm look like genius.

He swooped down and took a hostage.

Specifically, a skinny old man in a blue gortex coat, who he'd spotted puttering around a pigeon coop on the rooftop. The old man, who seemed to be in his early seventies, was as an opponent more in line with the Disk Jockey's skill level: he was totally taken by surprise when the Disk Jockey landed beside him, whipped out another buzzsaw-disk, and held it to his throat. "Don't move!" the Disk Jockey shouted. "This thing can take your head clean off!"

The old man froze and dropped his sack of pigeon feed. "Oy. Don't hurt me. Don't."

"I'm serious here!"

"So who's arguing?" The old man spoke with the slightest trace of a German accent, leavened with years of Bronx influence, and his tone was not so much terrified as resigned. He wore what appeared to be a soft knitted disk over his bald spot. The Disk Jockey's cluelessness is best measured by the way he interpreted this item: not as the yarmulke it was, but as an offensive-weaponry disk not unlike one of his own. "So what is it you want from me, maybe?"

"You're my hostage!"

"So it was a stupid question, already. Forgive me for living."

The pest in the red-and-blue body stocking dropped down onto the edge of the rooftop, keeping his distance in a manner utterly at odds with his previous nonchalant approach to danger. His voice had also taken on a new level of seriousness: "Don't you dare hurt him, bunkie. I promise, you won't like my attitude shift if you do." His masked head moved imperceptibly. "Don't worry, Mr. Rabinowitz. I'll take care of this, just as I did last time."

The old guy said: "I'm not worried, Spider-Man. But this is the kind of habit I can do without, if you don't mind me saying."

The Disk Jockey did not know what to react to first—his pursuer's name, or the revelation that he'd just picked a hostage his pursuer knew. His

mouth fell open as he tried to formulate a sufficiently frightening threat of his own.

Spider-Man turned his attention back to the Disk Jockey. “Some thugs tried a protection scam on Chaim’s newsstand a couple of years back. I took care of them.”

“Wasn’t even my first time getting rescued by a super hero,” Rabinowitz said self-deprecatingly, as conversational with his captor as he was with his potential rescuer. “My platoon got saved by Captain America and Bucky during the war. Such nice boys. So what are you going to do with this guy, webslinger?”

“Something I do all too rarely with guys like him. I’m going to talk.”

“Nu,” Rabinowitz shrugged. “You’re the expert.”

Despite being the ruthless kidnapper who had his blade to the throat of a potential victim, the Disk Jockey was beginning to feel a serious loss of control. His voice quavered: “Stay back! I mean it!”

Spider-Man held up both palms in a placating gesture and approached only enough to sit down on the edge of a waist-high stone chimney. “Relax. I’m serious when I said I think a talk could settle this.—Mr. Rabinowitz, am I fair in saying that as a man who, before his recent well-deserved retirement, ran a busy newsstand for forty years, you’ve had a chance to read more newspapers and magazines than the average person? And that you’ve always been pretty up on what’s going on in this city?”

“I’m informed, if that’s what you mean. That mayor, he—”

“Please. Let’s stay focused.” Spider-Man turned his head. “And you, Mr. Disk Jockey—”

Rabinowitz made the sound of strangled laughter deep in his throat.

“—is it true that before today you somehow never encountered the concept of a super hero or a super-villain?”

“How many times do I have to keep saying it?” The Disk Jockey cried, with increasing defensiveness.

“Forgive me,” Spider-Man said. “I’m only, like, the front page of the *Daily Bugle* two or three times a week. You mean to tell me that you have never heard of Captain America? Thor? The Fantastic Four? The X-Men?

The Avengers?” He stopped, dumbstruck by the Disk Jockey’s continued incomprehension. “Razorback?”

“No, no, no, no, and no.”

“Not even Razorback?”

“I said no.”

Spider-Man seemed to have difficulty absorbing that. “Are you new in town?”

“Lived here all my life.”

“And yet-” (here the man in red-and-blue seemed to have difficulty keeping his voice down to a normal volume) “—you somehow completely missed the occupation by the hordes of Atlantis, the invasion of the Asgardian fire demons, the rampage of Count Nefaria, the insurrection by Magneto and his band, the attack of the Living Monolith, the war against Onslaught in Central Park, and half a dozen separate visitations from a planet-eating demigod in the form of a sixty-foot white guy with a purple W on his head? Do you really expect me to believe that?”

The Disk Jockey had a sensation that would have been familiar to anybody unaware that his pants had fallen down at a formal dinner party—i.e. he knew that he’d just made a colossal fool of himself in some manner, but was at a loss to determine precisely how. “Do you really expect me to believe that part about the guy with the purple W?”

Never frightened, Chaim Rabinowitz now seemed per-tersely fascinated by this. “*Gott in Himmel*. This guy should only buy a townhouse in Chelm.”

Unsure what that meant, the Disk Jockey said, “I—don’t really follow current events...”

“Current—”

“It doesn’t matter!” The Disk Jockey shouted. He moved his buzzsaw-blade a little closer to the old man’s throat. “Because if you don’t let me go, I’ll cut this old fool’s head off! I promise I will!”

Spider-Man simply made that placating gesture again. “That’s the second time you’ve made that particularly threat, and I really oughta go back to my usual strategy, which is spending the fifteen minutes bouncing you all over this rooftop. If nothing else, it’ll keep us all warm. But given

what we've just found out about you, for once in my life I'm gonna show some mercy. Can we just, like, postpone your brilliant escape until after I explain some basic facts of life to you?"

The Disk Jockey didn't waver. "It's a trick."

"No, it isn't. I promise you, kiddo, that when Spider-Man says he'd rather talk than beat you up, it's a good idea to say yes. If you still wanna fight me after I'm done, then I'll be happy to oblige you. But in the meantime, can you give me just a couple of minutes here?"

"As long as you understand that the old guy dies the first time you try something funny."

"Third time you said that," Spider-Man noted. He addressed his next words to Chaim Rabinowitz: "Don't worry. Nothing's going to happen."

Rabinowitz said, "I already figured that out."

Spider-Man turned his attention back to the Disk Jockey. "Since Mr. Rabinowitz follows current events, I'll let him back me up here. There's this bunch of criminals I know who call themselves the Sinister Six—"

"I already have trouble believing you," the Disk Jockey sneered. "I mean, even if they are criminals, why would they call themselves sinister? Who's proud of a thing like that?"

"Hey. Don't ask me. There's also a group out there called the Masters of Evil, and another one called The Brotherhood of Evil Mutants. They're proud of it. If we're gonna continue having this conversation, you're gonna have to accept that much, at least."

"It's true," Rabinowitz testified.

The Disk Jockey grumbled a bit, then conceded. "Go ahead."

"All right. Let me tell you a little bit about these guys. The Sinister Six, I mean. Most of them have been around for years and years, causing trouble all over the place—robbing, killing, blowing up things, trying to take over the world, what have you. You know. The usual stuff. As a freelance crimefighter, I'm not too fond of any of them."

"One of them is this ugly snaggle-toothed old guy, Adrian Toomes, he's got to be in his seventies or even eighties by now. He calls himself The Vulture, because he has this green bird suit that he wears, complete with

wings. And he may look like some deluded nutjob you find taking the express elevator up to the eightieth floor balcony, but he really can fly, and he's fast and agile enough to dodge rifle fire and outmaneuver SWAT team helicopters. Not that bullets can penetrate his armor, anyway. The wings are pretty dangerous all by themselves; he keeps the metal tips sharpened to a razor's edge, and uses them to slice through armored cars, bank vaults, things like that. His favorite trick, when he's feeling mean, is to snatch up people on the street and hold them hostage on rooftops. With his speed, he can collect dozens of prisoners faster than they can get away, and he has absolutely no problem with dropping people from great heights whenever he feels like it. You want a capsule summary of his personality, just think of him as a guy who's profoundly disappointed with everything that's ever happened to him since the day he was born, and who wants to take it out on the general public, and who happens to be powerful enough to make it happen."

"That's one."

The second guy I'm talking about is a Russian fella by the name of Anatoly Smerdyakov, who calls himself the Chameleon. Now, he's not much of a fighter, this guy, and once it finally comes down to me and him and our respective fists the battle is pretty much a dead issue, but that's not what makes him dangerous. You see, he has this gimmicked-up suit that gives him the power to disguise himself as anybody he wants to be at a moment's notice. He can be a policeman, an army officer, the President of the United States, your best friend, even a homeless guy on the street; and he can go anywhere and do anything and get away before anybody realizes anything's wrong. He can turn himself into the person you trust most and stab you in the back; he can turn himself into you and ruin your life by committing crimes in your name. He's pretty ruthless. I've lost track of the number of people he's known to have killed.

"That's two."

"The third guy I'm talking about is a washed-up Hollywood stuntman by the name of Quentin Beck, who calls Himself Mysterio. Now, unlike Smerdyakov, Beck happens to be a world-class fighter; he's agile, and well-trained, and able to swallow an impossible amount of physical abuse before he even starts to consider falling down. He has a kick, just for starters,

capable of taking your head off. But that's not what makes him so dangerous. You see, he's also one of the world's leading masters of special effects. He has so many ways of fooling you that he can make you think you're seeing miracles. He can float on a pillar of smoke. He can appear and disappear at whim. He can pass through solid walls. He can make you run screaming in terror from people trying to help you, then trick you into seeing a solid floor where there's really a fifty-story drop. Heck, if I wanted to stand here all day, I could tell you all of his gimmicks. But let's just give you an idea by saying that not so long ago, he spent a full year terrorizing this one poor guy with hallucinations, driving the fella insane just to prove he could. Not a nice man, this Mysterio. You with me so far?"

The Disk Jockey didn't at all appreciate where this was going. "Y-yes."

"Okay, now. Where was I? That was number three, right?"

"Right," said Mr. Rabinowitz, who, hostage or not, seemed to be having the time of his life.

"Okay," Spider-Man said. "Now, none of those guys are exactly poster children for mental health, but the fourth guy is probably the wackiest of the group. His name is Max Dillon, and he calls himself Electro, the Human Power Battery. Now, I don't have the time to go into how, but somewhere along the line, he got charged up with enough raw electricity to light up a city. He never runs out of it, either. He can release more lightning than a medium-sized thunderstorm and still have enough left to totally incinerate a city block or two. Try to shoot him and the bullets explode before they get close. Try to throw him in the river and he'll vaporize thousands of gallons of water without getting wet. He can fly, hurl ball lightning, blow up cars and buildings by pointing at them, give you seizures by disrupting the flow of the nerve impulses in your brain, and completely drain the power from any machine you might build to fight him. Now, you figure, a guy like this, he'd just make millions the honest way by getting a job driving turbines for the power company—but no, he prefers leveling neighborhoods and laughing at anybody who tries to stop him."

"That's four. You getting the trend here?"

The Disk Jockey's heart was pounding. "G-go on. You're not scaring me."

“Glad to hear it. The next guy I want to talk about is actually a woman. Her name’s Pity. And I...” For the first time, Spider-Man hesitated, and a genuine note of pain entered his voice. “She’s new. I don’t know all that much about her, yet. I don’t really think she really belongs with the others. I think she’s being forced... and I intend to work on freeing her. But she’s still pretty dangerous. In addition to being able to walk on walls, and jump three stories straight up, and fight about as well as anybody I’ve ever met, she has this little trick she does with darkness; she can summon it up in the middle of an otherwise sunshiny day, and swallow up entire buildings in a blackness no known light can penetrate. Flashlights won’t work. Neither will sonar or infrared or any night-vision goggles you can buy. She can see perfectly well in it, though—and she’ll break your neck with a kick while you’re still stumbling over the furniture on your way to the light switch.”

“That’s five.”

“And as if all of that wasn’t bad enough, I have considerably saved the worst for last. Dr. Otto Octavius, who goes by the name Dr. Octopus. Here’s a guy, I can’t even begin to tell you what’s dangerous about him. Just to start with, he’s one of the ten most brilliant scientists on the planet—an expert in the electromagnetic spectrum, who knows more about the effects of radiation than anybody else alive. Combine this with the fact that he’s also a totally murderous psychopathic terrorist, who only one year ago (just picking one example at random, you understand) tried to kill about a billion people with nuclear weapons planted in several dozen major cities worldwide. Not a nice guy, and that’s not the least of it, because I haven’t even mentioned this special harness he wears that comes equipped with four flexible metal tentacles which move fast enough to deflect gunfire and are strong enough to swing subway trains like baseball bats. I’ll note that the harness and the tentacles are made out of adamantium, an artificial alloy that once forged is indestructible enough to survive ground-zero nuclear explosions without a scratch. Next to that, anything else you might throw at it is just a bad joke.”

“So. Let’s summarize, kiddies. The Vulture. The Chameleon. Electro. Mysterio. Pity. And Doctor Octopus. All together, known as the Sinister Six.”

“As I said, six of the deadliest human beings ever to walk the face of this planet.”

“And the point I’ve been leading up to, all this time, is this —”

“Just one week ago, all of those charming people got together and came after me on the same day. First one at a time. Then all at once. They took hundreds of hostages all over the city, threatening to kill as many as they could, and daring me to stop them. They called this their Day of Terror.”

“It began early in the morning.”

“I not only saved every single hostage, but I also sent all of those aforementioned lunatics running for their lives by mid-afternoon.”

“I went home and had time to take a nap before dinner.”

“And now you want to fight me alone.”

Spider-Man looked at the hostage. “Mr. Rabinowitz. As a guy who keeps track of current events—was all of that accurate?”

“Well, I don’t know about the nap part,” Mr. Rabinowitz said, “but aside from that, yah, pretty much so, near as I could tell.”

Spider-Man nodded. “Right.” He turned toward the Disk Jockey and said: “So go ahead. Take your best shot.”

The Disk Jockey opened his mouth. Closed it. Made a noise like a woodchuck brushing against an electrified fence. Closed his eyes. And showed that, spectacularly uninformed or not, he still had more good sense than most other people in the career he’d chosen for himself.

He fell to his knees and whimpered: “Please don’t hurt me.”

Several minutes later, as Spider-Man braved the frigid winds above midtown, he reflected that half-truth could be a powerful weapon.

He hadn’t mentioned that while he’d defeated the various members of the Sinister Six by mid-afternoon, as stated, he had not actually succeeded in capturing them—and that his victory had been such a near thing he’d limped back home carrying a catalogue of serious wounds.

He hadn’t mentioned that this time out, the Sinister Six were working for Gustav Fires, a ninetyish, self-proclaimed “investor in chaos” who called himself the Gentleman—and who had been one of the most wanted international criminals in the world for much of the century just past.

He hadn't mentioned that if the Gentleman was involved, then the Sinister Six were after far more than mere revenge—and that they were expected to return any minute to finish what they'd started.

He hadn't mentioned that the Gentleman's presence in New York had turned this latest return of the Sinister Six into an intensely personal war for Spider-Man. Not long ago, the man behind Spider-Man's mask, Peter Parker, had discovered photographic evidence that seemed to indicate that his parents had had another child, a daughter, sometime before his own birth. He had furthermore discovered that Fires was the man responsible for betraying those parents to the Red Skull... an act which had led to their deaths. And that Fires might have also stolen their daughter, christened Carla May Mendelsohn, training her throughout a cold childhood of mind control and psychological indoctrination to become the wan, silent, tormented, but no less deadly, personal assassin he had christened Pity.

Spider-Man had spent the last week not knowing whether to hope this wasn't true—or that it was. If Pity was his sister, the last remnant of the family Fires had destroyed, Spider-Man needed to know for sure. But even if she wasn't, Spider-Man had seen and heard enough to believe that she was an innocent corrupted against her will, committing her crimes under extraordinary duress. Either way, he ached for what she'd been through. Either way, he had vowed to free her.

Losers like the Disk Jockey (or three other half-baked super-villains called the Hypno-Hustler, the Big Wheel, and the Monocle, who had each chosen the last couple of days to make their long-belated reappearances, and who had each provided less than five minutes of distraction apiece before going down for the count), weren't doing much to take that vow off his mind. Not just because of Pity. But because whatever the Gentleman had in mind for the Sinister Six could only be disastrous news for the city of New York.

Bereft of any other ideas, Spider-Man swung down to a telephone kiosk on Broadway and, ignoring the slack-jawed stares of passersby, charged a call with an anonymous long-distance calling card his alter ego Peter Parker had purchased at a convenience store in Queens.

A few seconds later a receptionist answered. "SAFE here."

“Hello,” Spider-Man said. “I’m trying to reach Agent Doug Deeley.”

“Are you a super hero, sir, or is this a personal call?”

Ah, the eternal unflappability of receptionists! Spider-Man was willing to bet cash money that this was not some temp hired for the day. “Tell him it’s Spider-Man.”

“Hold on, Mr. Man.”

Spider-Man, put on hold, mused that the world of espionage had reached a sad state of affairs when even super-secret spy agencies used Barry Manilow for Hold music.

SAFE, an acronym for Strategic Action For Emergencies, was a federal agency coordinating armed response to extraordinary crises like terrorist attacks, super-villain assaults, and supernatural visitations. Their leader was a no-nonsense career officer named Colonel Sean Morgan, and their headquarters was a massive hovercarrier maintaining constant watch from a thousand feet over the East River. Doug Deeley, a tall, affable black man in his mid-thirties, was SAFE’S official liason to the super-heroic community. Deeley, who had already established good relations with the Avengers and the Fantastic Four, had worked closely with Spider-Man during the Day of Terror crisis. Spider-Man trusted Deeley only as much as he trusted anybody in authority (namely, on a moment-by-moment basis), but he still instinctively liked the man, and had at Colonel Morgan’s suggestion called him an average of three times a day throughout the past week, just to touch bases as they waited for the Six to drop the other shoe. Spider-Man could only hope that the Feds had somehow managed to apprehend the Six on their own; it was freezing out here, and he was beginning to catch a cold.

Barry Manilow clicked off in mid-tribute to the songs that make young girls cry, and a deep voice rumbled: “Deeley here.”

“What’s the matter with you, Doug? Aren’t you paramilitary types always supposed to end all your transmissions with ‘over’?”

Deeley’s tone betrayed his amusement. “Only during tactical field communication, webslinger. Not on the telephone. I don’t suppose you’re calling from home.”

“Nope. Not that naive. I know all your incoming calls are traced. I’m using a pay phone and a calling card.”

Deeley tsked. “I am so glad I don’t have a secret identity. Must be a real pain. Remind me never to have an origin.”

“Consider yourself reminded.”

“I don’t suppose you’ve managed to find and defeat the Sinister Six since the last time you checked in.”

“Damn. You blew my surprise.”

“Really?”

“No, I’m kidding,” Spider-Man said, rolling his eyes at the thought of the Disk Jockey. “How’s the Brain Trust? They making any progress?”

“Brain Trust” was a reference to the special task force Colonel Morgan had convened to coordinate intelligence gathering and strategic planning for the ongoing Sinister Six situation. It was currently composed of Special Agent Clyde Fury, Strategic Analyst Vince Palminetti, Crisis Counselor and Psychological Consultant Troy Saberstein, and the group’s wild card, a 90-year-old, long-retired treasury agent named Dr. George Williams. They had spent the past week poring through the voluminous backlog of FBI, Justice Department, and Interpol files regarding Fires and the Six. Deeley said: “What do you expect? They’re driving each other crazy with theories.”

“Can’t be an easy job.”

“It isn’t. The Six are tough enough, but they’re not one-tenth as elusive as their new boss.”

“Well,” Spider-Man said, “it can’t be easy tracking down somebody who’s stayed ahead of the law since the 1920s.”

“It’s an impossible job, web-slinger. The dossier on Fires may have a lot of hard data, but there’s also a lot of guesswork and speculation and inconclusive evidence. And they go back so far in the history of so many law-enforcement agencies all over the world that they contradict each other more than a stadium filled with JFK conspiracy theorists—or, for that matter, Oliver Stone in a room by himself. Williams is the only one who seems to be able to make sense of it all... and no wonder, given how much time he’s spent on the job. Sharp as a tack for a guy that old... and fairly obsessed, too.”

That was putting it mildly. Williams had been doggedly tracking Gustav Fires for more than sixty years, since first missing him at the site of the *Hindenburg* disaster. His quest had continued through three decades of nominal retirement and hadn't stopped even when most world governments declared Fires probably dead of old age. Though partially disabled by a stroke, Williams remained as driven a stalker as any man Spider-Man had seen this side of the Punisher. "I don't blame him," Spider-Man said. "At his age, he's got to be aware that he's racing the clock. Don't they have anything at all?"

"Nothing substantial," Deeley said. "One little thing. There's been an unconfirmed Gentleman sighting on the part of a retired treasury agent, old protege of Williams working security detail at some art auction downtown. He says he saw somebody fitting the Gentleman's description paying about a million dollars in cash for an original Andrew Wyeth."

"Why wouldn't he have reported something like that at once?"

"In the first place, because he figured he had to be wrong. Gustav Fires would have to be pushing a hundred years by now, and our man figured him to be probably long dead. He contacted Williams through a mutual friend only because it kept bugging him, and he was pretty flabbergasted to hear that the hunt for this dirtbag's gone active."

Spider-Man grunted. "Do you believe it was the Gentleman?"

"Could have been. Probably was. But I have trouble understanding why a self-proclaimed investor in chaos would be buying fancy art in a city where he's the target of a federal manhunt."

"Unless," Spider-Man said, "he was trying to save it from whatever he thinks is about to happen."

"That's a nasty thought. Whatever's up, I hope your wounds are healing, because I sure get the feeling that we're going to need you working at your peak whenever the other shoe drops."

Spider-Man, who had taken a real beating during his last daylong battle with the Six, winced beneath his mask. "Yeah. Me, too."

Later. Forest Hills, Queens. A quiet residential neighborhood of tree-lined streets, aging but well-maintained clapboard homes, retirees living on their savings and young families just starting out in life. The community

had the added benefit of being old enough to predate the postwar construction boom of the late forties and early fifties, which meant that it also predated the days of cookie-cutter development—a vintage ensuring that not every house looked like every other house. These homes had personalities, reflecting the personalities of the people who lived there.

One of the oldest houses in the neighborhood was a modest Victorian split-level, zealously guarded by a battalion of protective trees. It was a three-story home, with a spacious attic and enough rooms to have once served as a rooming house for senior citizens. Nobody would have had to step inside to know that the stairs would creak and the furnace would be unpredictable and that the walls would resonate with the laughter and the heartbreak of the generations who had played out their daily dramas here. Few would have considered it a luxurious place to live. But few could have looked at the freshly painted walls and the neatly trimmed yard and not known that there were people who would always picture this unassuming little structure as the center of their world.

Peter Parker, who had grown up here and now shared this house with his wife Mary Jane, had lived any number of places: from cluttered Chelsea apartments to luxury duplexes. But this house would always be home.

As he emerged from the attic, wearing a freshly-laundered pair of civvies, and wondering just how long it had been since he'd entered or left this house the normal way, through the front door, he couldn't help feeling a little safer and a whole lot warmer just for being here.

He brushed down his "hood hair," descended the stairs, and entered the living room, where Mary Jane Watson-Parker, sometime supermodel, sometime action-movie actress, sometime soap-opera queen, always gorgeous redhead and (for the last couple of years) beloved wife sat in her pink terrycloth bathrobe, sniffing like the martyr she rarely permitted herself to be. Poor Mary Jane, who was normally as healthy as a stableful of horses, and who was almost as resistant to colds and levers as her super-resilient hubby, now nursed a particularly nasty bug. The hacking cough was already gone, but her nostrils were still red and irritated, and her emerald eyes puffy and bloodshot. This, in Peter's estimation, lowered Mary Jane's rating all the way from 10 to 9.999; if anything, she managed to make viral misery look downright cute.

As he approached, she waved him away. “No! Dod’t! You dod’t wadt what I hab!”

There were about three different ways to interpret that sentence, two of them piggish. Peter chose the one intended. “I’ll risk it, Red.” He kissed her, then hopped over the back of the couch to plop down beside her. “How are you feeling?”

“Bedder now, Tiger.” She blew her nose. “Annnnh. I dod’t usually get dese, but when I do dey hit like one of the guys you fight.”

“You should stay at home another day or two.”

“Wish I could. But I godt a meeting with the dean tomorrow.” Mary Jane had just been hired by Empire State University to teach an evening acting workshop, two nights a week, starting with the upcoming semester. With her last acting job an absolute disaster, through no fault of her own, the job would provide some badly needed extra income that wouldn’t interfere with days spent going to auditions. She sniffed. “An Jill Stacy’s been abter me to spend a night wid her... I mide take her up on it some day soon. Whad about you, hero? Sabe the world today?”

It was the kind of question that might have been rank sarcasm in another marriage, but merely natural curiosity in theirs.

“Naah,” he said. “Just dealt with a clueless jerk who thought being a super-villain was a good career move.”

“Whad’s so unusual about dat?”

“I talked him out of it.”

That surprised her. She honked into a tissue and emerged with her cold-voice substantially improved. “Talked?”

“Uh huh. Talked.”

“As in using your powers of persuasion rather than your fists?”

“Essentially,” Peter said.

She shook her head in disbelief. “Maybe the world’s getting more sane.”

“Or the bad guys are getting more lame.”

“Too bad you can’t just do that all the time. So this isn’t gonna be one of those guys who keeps coming back on a monthly basis—”

“No chance. This guy was definitely a one-timer.”

“Must have been,” Mary Jane said, without asking for details. “No sign of the Six, then?”

“Nope. Wish I could say that was good news, but—”

She spoke with genuine feeling. “Nothing connected with those maniacs is good news.”

“Except putting them in prison again,” Peter said, “which, given how often they escape, is a temporary solution at best. Right now I’d be willing to settle for that.”

She shuddered. “I’ll settle for another draw and you coming home alive.”

“As long as I have your gorgeous smile waiting for me, no problem. I’ve cleaned their clocks before and I’ll do it again. I’m only taking this one so hard because Pity might be—” He cut himself off in mid-sentence, unwilling to complete the thought.

Mary Jane placed a concerned hand on his knee. “She might not be. Remember that. Remember that you’ve been fooled by this kind of thing before. And with the Chameleon involved again—”

The Chameleon had once attempted to uncover Peter Parker’s connection to Spider-Man with a complicated scam involving a pair of imposters posing as a “miraculously survived” Richard and Mary Parker. Peter had already entertained the theory that the supposed existence of a previously unsuspected older sister was more of the same. He sighed. “I know, I know. Sometimes it seems like I’ve made a career of having my entire past rewritten every time I sneeze. But this time... ah, well. I’m all talked out on the subject. Aside from your shnozz, what kind of day did you have?”

Mary Jane rolled her eyes and indicated the pile of movie scripts on the coffee table. It was horribly ironic; after almost a full year of struggling without success to find a new acting part, she was suddenly hot again. That status was due less to her considerable beauty and respectable acting talent than to the headlines she’d recently earned for her heroism during two separate crises involving first Mysterio and then the Chameleon. She did deserve credit for her help preventing Mysterio from murdering everybody

on the set of the Direct-To-Video quickie *Fatal Action IV*, and for overcoming a hostage situation at Empire State University to give the Chameleon the beating of his life. The fact that these two incidents had taken place only a week apart had cemented Mary Jane's sudden massive surge in popularity. But her status as flavor of the month had only led to more offers, not better ones. Against her will, she had achieved the wrong kind of temporary fame. She now attracted the kind of producer who wanted to cast her as a gimmick, not because she might be good in a part. As she put it, with a grimace. "The more notoriety I receive from getting caught up in the middle of these lunatic super-villain slugfests of yours, the stupider these movie offers become. If I take any of these, it'll probably ruin me permanently."

"That bad?" Peter said.

"Worse."

"What are they? More catfights-in-women's prison pictures?"

"I wish." Mary Jane rolled her eyes. "Get this. The worst one I got today was about a ballet dancer trying to communicate with giant marionettes on an alien planet."

Peter winced. "A ballet dancer? Really?"

"Yup."

"Who writes this crap?"

"I dunno. But I don't want any part of it—I still have the contract to appear in *Fatal Action IV*, which looks like it will resume shooting in a few months, but it's probably best to hold out and remain off the big screen for a while. Fortunately, the acting workshop's a go. Meanwhile, I'm taking a few quiet days at home. And nights, too, if you're wondering. Been awful lonely around here, with you searching for your sister and your old sparring partners at the same time. Think you can stand to forego the web-slinging through subfreezing temperatures for just a couple of hours, in favor of activities that might actually keep your poor suffering wifey warm?"

Peter scratched his head. "I dunno, Red. Checkers?"

"Too slow-moving."

"Monopoly?"

“Too Republican.”

“Rock ‘Em Sock ‘Em Robots?”

“Too reminiscent of your favorite hobby.”

“Well, Gee,” Peter rubbed his head theatrically. “What else can a guy do when it’s cold outside and he’s stuck indoors with his gorgeous and extremely affectionate wife?”

“I dunno, Tiger.” Mary Jane said. “Why don’t you take a stab in the dark?”

And he did.

For Peter Parker, it was the last peaceful night before the coming of the storm.

And if he was not entirely able to forget his troubles this night... if his danger-detecting spider-sense did maintain a low-level subliminal buzz that kept him staring restlessly at the ceiling instead of enjoying the well-deserved sleep that might have increased his chances of surviving the hours and days to come... then he attributed the feeling only to his apprehension over whatever the Sinister Six had planned.

Nothing he felt was enough to alert him that the danger was even closer than he suspected.

But had he acted on his feelings, and followed them to a certain tree-shrouded alcove on the rooftop of a house across the street, he would have learned that the war was about to strike a lot closer to home.

He would have seen a patch of darkness more impenetrable than any of the shadows that surrounded it.

Pity.

Following orders, and waiting for her opportunity.



Chapter Three



11:36 A.M. The next morning. Sometime before the many deaths that would soon drench the day in blood.

Although the cold and overcast weather was the same as yesterday's, the ambience of the city streets had changed. Now it was more than the simple animal need for warmth that hurried New Yorkers from one place to another; it was also apprehension. The massive storm system that had dumped feet of snow on Chicago and caused emergency conditions throughout much of the upper Midwest may have still been at least a day away from these concrete canyons, but it was already being joined by another storm system coming in from the north. Nobody caught outside today needed the three-day forecasts on TV to feel the lid of that atmospheric box starting to close shut. Something extreme was going to happen. Everybody could feel it. And nobody was looking forward to it.

The Gentleman, who enjoyed snow only when he could peer through a hotel room window and chortle at the sight of the lowborn miserably trudging through slush, allowed himself the slightest frisson of concern as Pity, now returned from her mission at the Parkers', escorted him through the streets of the Diamond District.

Not worry. He was adamant about that much. He never worried. Worry is the emotion of the powerless. Aristocrats like the Gentleman showed concern. On his face it registered as nothing more than a slight narrowing of the eyes. The confidence in his bearing was still there. That was important. He was a wealthy man. He was superior. He exuded his superiority. He would not show fear before those who were less than wealthy, and were therefore less than human.

He allowed Pity to guide him past a patch of foul-looking slush, and said, "Thank you, my dear."

She said nothing. Of course. She simply remained by his side, holding tight to the alligator skin suitcase in her right hand.

It was not his legal status that caused him concern. In another country, the Gentleman might have resisted showing himself in public so soon after orchestrating a major terrorist attack like last week's Day of Terror. But not here. Here both Pity and the Gentleman wore the most laughable of disguises; he had adopted a pair of tinted sunglasses, and she wore a colorful knit cap that accentuated her innocence and youth. Aside from that, they both dressed the same way they had the day they'd made themselves known to Octavius and the others—the Gentleman in his conservative suit and camelhair coat, Pity in her tight black pants, white patent-leather boots, and puffy snow-white goosedown jacket. They were wanted felons. In a proper police state, they would have been spotted with ease. But this was America, land of the TV-addicted blind. Anybody who noticed them at all saw a kindly old man and his attentive granddaughter. Most people probably considered them cute.

No, the Gentleman had no concerns about the law.

But the weather was definitely reason for concern. After all, a major snowstorm arriving before the completion of this matter could complicate things. It could force him to delay until weather patterns were willing to cooperate, and by so doing exacerbate the already significant tensions between himself and his employees. The Gentleman enjoyed playing them for the fools that they were, and he took deep pleasure in the sport of using their greed to keep their growing hatred of him at bay... but he also believed he knew precisely how far he could push them, and waltzing that fine line would be difficult if the weather decided to hurl him, unwilling, into the riskier territory beyond. He wasn't absolutely certain he could maintain his authority if circumstances required a delay even as brief as an additional 48 or 72 hours.

He supposed he could handle it. After all, he'd cut it this close before: in Casablanca, in Hue, in Waco, and in Sarajevo. But the sporting factor was definitely beginning to lose its... safety margin.

Meanwhile, he was going ahead as planned.

He stopped before a storefront labeled YEGANEH TREASURES AND PRECIOUS STONES. The establishment inside appeared to be a flourishing but otherwise unremarkable jewelry emporium, with the usual assortment of engagement rings and pearl necklaces glittering in glass showcases. Two of the three customers were matronly middle-aged women in furs; the third was a pudgy young man who appeared terrified by the commitment he was about to make. The sales representatives hovered above with the oversolicitousness of nurses afraid that their ailing patients were not quite strong enough to stand on their own. The Gentleman supposed that the store probably offered sufficient service for the common trade, but it was not quite his destination. He located a locked door to the left of the store itself, with gold lettering etched into the glass: YEGANEH WHOLESALERS AND APPRAISERS. AVAILABLE BY APPOINTMENT ONLY. UPSTAIRS.

The Gentleman used his wolf's-head walking stick to press the intercom button. One appallingly discordant buzz later, a muffled voice said: "Can I help you?"

"Yes." The Gentleman used the name of a long-deceased operative, who had acquired many valuable treasures for him in the years before the Second World War, only to die when a treasure obtained for another client proved more than he could handle: "I am Mr. Belloque, here with my grandniece Michelle."

"Ahhhh, yes, sir. We were worried about you. Step inside. The elevator will be down momentarily."

The door clicked. The Gentleman entered first, allowing Pity to trail behind. The short narrow hallway inside was brightly lit and conspicuous with surveillance cameras; a sign advised anybody stupid enough to need the additional explanation that all visitors were taped. A patch of darkness, cast by Pity, passed over the Gentleman's face long enough to prevent those cameras from acquiring a clear view. He escorted her into the dingy little elevator at the end of the hallway, then endured the ride up to Yeganeh's importing offices.

The individual who opened the accorian-gate on the second floor was a round-shouldered man in his early sixties, with moist skin, a self-deprecating cast to his eyes, and an impressively drooping nose. Dressed in charcoal-gray slacks and a patterned sweater-vest over a light blue button-down shirt, he smelled vaguely of peppermints. When he spoke, the Gentleman detected in his accent distant traces of Poland overlaid with what must have been several decades in Israel. “Good morning, good morning. I’m Sabi Yeganeh.—We spoke on the phone?”

The Gentleman controlled his considerable distaste long enough to clasp the other man’s hand. “Jean-Claude Belloque. And this is Michelle. She does not speak.”

“Ahh,” Yeganeh said, his eyes warming with instant, and disgustingly sincere, empathy. “It’s a joy to meet you, dear.”

Pity said nothing. Of course. She simply held eye contact for a moment, then dropped it.

Yeganeh was uncomfortable enough to turn his attention back to the man he thought was Belloque. “Come, come, sit down, take a load off. Cold like today’s, it’s not so easy for people our age, eh?”

The Gentleman had, of course, already been entering middle-age when this pretentious fool was entering his first classroom, but he didn’t voice his objections to being placed in the same facile category. “Thank you. That’s very kind.” He clutched his walking stick as if he really needed it, and allowed Pity to escort him to a stool beside the central display case.

Yeganeh’s upper offices were not geared toward the general public, which meant that the gilt facade of the main store downstairs could be eschewed in favor of an austere, utilitarian decor that communicated the total absence of nonsense by abandoning any attempt to be fancy. The walls were wooden paneling, the floor tile, the space, clean but unadorned; even Yeganeh and his folksy demeanor seemed a deliberate step down from the smartly-dressed young men the Gentleman had seen serving the customers down below. Yeganeh did not address business matters immediately, but instead served both Pity and the Gentleman tea, assured the Gentleman that he had permission to light up his cigar.

(“What? We should stand on ceremonies here?”), and remarked that he had been worried about Mr. Belloque, who had been expected an hour ago.

The Gentleman humored these stabs at conversation with polite charm. He did not enjoy dealing with Jews any more than he liked dealing with Blacks or Chinese or People Who Worked In Menial Occupations. They all deserved prominent positions on his personal list of human beings who barely deserved that classification. His list of human beings who did deserve to be considered such was so short that at times he seemed alone there. He was a demanding soul, but he maintained his standards.

At long last, Yeganeh seemed to realize that Mr. Belloque had next to no interest in being sociable. “So. Shall we begin?”

“Gratefully,” the Gentleman sniffed. “You have received the transfer?”

“It cleared three days ago. Ten million dollars.” Yeganeh shrugged as if to indicate that he found the amount trivial. “Not exactly the kind of advance payment we are used to receiving from a new customer.”

The Gentleman merely chuckled. “I was assured you could fill my order.”

“Oh, we can, we can. It’s just unusual, is all I was saying.”

In other words, the Gentleman thought with disdain, *it’s not common, like the rest of your clientele*. “I have done most of my business on the Continent, dealing directly with my suppliers in South Africa. I am here, tolerating your significantly-higher prices, because of a temporary shortfall that should be rectified soon.”

“One hell of a shortfall,” Yeganeh said.

Under normal circumstances, the Gentleman would not have bothered to pay this pitiful nonentity any heed at all; he would have ordered Pity to kill the man and his employees and flee from here carrying all the treasures she could hold. She certainly had more than enough power, even through smash-and-grab tactics like that were more problematic in this city clogged with super heroes than they were anywhere else. But using that kind of technique once made it more difficult to get away with doing it a second time—and the Gentleman’s Want List had required him to complete many transactions this size with dozens of jewelers, auction houses, and rare art dealers all over Manhattan. The purchases he had made so far, some

through trusted intermediaries, had totaled more than a quarter of a billion dollars. These, together with various other expenses he'd incurred in New York, including the monies budgeted for his dealings with the Sinister Six and the losses of several major bank accounts raided by international law enforcement authorities, had recently brought his hard currency levels dangerously close to Zero.

He was risking everything on this one. Everything. But he was an old man with nothing to lose. And he did, after all, have his delicious revenge to console him.

"Yes," he echoed. "It was, as you say, one hell of a shortfall."

Yeganeh tsked. "Ah, well. One man's shortfall is another man's opportunity, right? Of course right. You sit there and I'll be right back."

As Yeganeh turned to open the safe, the Gentleman brooded about all the time this was taking. His dealings with Yeganeh, taking place as they did after the Gentleman's presence in this city had been revealed to the authorities, were particularly risky. He had wanted to complete this transaction earlier this morning, but he refused to carry such valuables around this cesspool of a city without Pity as bodyguard. He had also been forced to wait for her when her deadly assignment of the night before had kept her out in Forest Hills a couple of hours longer than anticipated. He hadn't even enjoyed the satisfaction of being able to punish her for a failure he could legitimately construe as her fault. The Parkers, man and wife, hadn't left their doomed tinderbox of a home until 9:15 this morning. The package Pity had been tasked to deliver had kept her occupied in their living room until almost 10:15 a.m. The delay may have been annoying, and possibly dangerous, but given Peter Parker's talent for sensing immediate danger, it had also been absolutely necessary.

Yeganeh began to bring out diamonds on trays. The Gentleman began his inspections. He made occasional soft noises of approval or disapproval as he selected the largest and most valuable, utterly ignoring Yeganeh's various stabs at commentary. All nonsense aside, he did not have to reject many; he was less than halfway through his task when he gave one of his exceedingly rare compliments. "You do offer quality goods, sir."

"Thank you," Sabi Yeganeh said.

The tray occupied by the stones the Gentleman had declared definites filled up quickly. He was prudent to select a variety of sizes, from the small and easily saleable to the multi-carat monsters with greater value but more limited marketability.

When the Gentleman finally completed his transactions, Yeganeh performed his calculations. “You are two hundred thousand over. Do you want to arrange another wire transfer?”

“No need. Michelle is carrying sufficient cash.”

Yeganeh colored. “That’s pretty dangerous, in this town.”

“She is a responsible young lady. I trust her.”

“No doubt,” Yeganeh colored, “but I’m afraid we cannot accommodate transactions this large in cash. I’m not saying that you would be a risk for this sort of thing, but the chances of counterfeiting...”

“Understood,” the Gentleman said. “Would you take the difference if I added another hundred thousand in cash for your personal use? That would not have to be reported as income by the business?”

“That would be illegal and unethical, sir.”

“Oh, spare me. I am not a representative of any law-enforcement agency. I am a businessman in a bind, operating on a strict deadline. I will even have my bank in Zurich guarantee the transaction against any problems with the cash; the personal payment to yourself will just be an inducement to expedite the process.”

Yeganeh considered it, then said, “All right. If Zurich offers those guarantees.”

The Gentleman provided him with the necessary information, and smiled pleasantly as Yeganeh retreated to the telephone.

When he turned to Pity to retrieve the cash from the briefcase she was not by his side.

He was not surprised he’d failed to notice—after all, she’d been trained to move with the stealth of an errant thought. But she was supposed to be more obedient than that. His cold eyes swept the room, half-expecting to find her hidden within one of her protective zones of darkness. But she was

in plain sight, her back to him as she studied a glass case mounted on the wall.

He should have known. Her childhood may have been stolen, but she retained a certain degree of annoying innocence: notably, her attraction to bright and shiny things.

The Gentleman approached to see what it was, determined to chastise her if it was anything that should have been beneath her notice.

It was not.

Rather, it was a golden necklace, suitable for a queen. The chain links, inset with diamonds and pearls and one huge emerald, dangled a thick curtain of finer chains with sparkling smaller gems interspersed as generously as the costume general they most assuredly were not. The centerpiece, designed to be worn at the base of the wearer's throat, was the solid gold bloom of a rose, its craftsmanship so exquisite that even the Gentleman, a man notorious for his resistance to awe, shivered from the conviction that a touch would reveal living flower and not cold precious metal.

He was so very impressed that he rewarded Pity with a moment of praise. "Good girl."

Behind them, Sabi Yeganeh chuckled. "A real beauty, eh?"

The Gentleman did not turn to acknowledge him. "A treasure."

"It is the most beautiful item in my store."

"Also, I daresay, the most precious."

"Easily," Yeganeh said. "It's an historical heirloom."

"Given its level of craftsmanship, I would be stunned indeed to find that it was not. These days, this country is incapable of creating such a genuine masterwork."

Yeganeh hesitated before continuing. "It dates back to the days of the Czar, over in Russia..."

"I know who the Czar was," the Gentleman murmured. He certainly did; it had, indeed, been his behind-the-scenes machinations that had prevented the last survivor of the royal line, one Anna Anderson, from claiming the riches he had already so profitably looted.

“The combined worth of the gold and the stones price at a little over a million. But the piece itself, the artistry, its historical significance, is more than enough to double that amount. It’s more a museum showpiece than an item meant to be worn. I’ve considered auctioning it at Sotheby’s, but frankly, I value it far too much to ever—”

“Three million;” the Gentleman said, still without turning around.

“Excuse me?” Yeganeh said. “Sir, I hope you don’t think I was trying to —”

The Gentleman whirled. “You were displaying a treasure that gave you source for pride. I crave the same pleasure. Three million.”

“I thank you, but it’s really not for—”

“Three million five,” the Gentleman said. “If not, I shall cancel all of today’s other purchases and take my business elsewhere.”

He was prepared to order Pity to kill the man if there was any further resistance. That’s how much he wanted this necklace for his own.

It was a personal good-luck ritual he had practiced in many of his past business ventures: the salvaging of one major treasure from every city he needed to vacate before the arrival of some major calamity in which he harbored financial interest. It had served him well in Nanking before the Japanese invasion, in Dresden before the firebombing, and in Hue before the Tet Offensive. The necklace would be an excellent trophy of New York in its last days as one of the financial capitals of the world. If this foolish, strutting man would only agree to relinquish it.

Yeganeh hesitated...

Nothing, to Peter Parker’s mind, defined the indefatigability of New York and its people more than the continued existence of the *Daily Bugle*.

The tabloid was like the city it represented. It was stubborn, infuriating, rude, and often wrongheaded enough to make you cry. It had teetered on the edge of bankruptcy, fought its way back, eagerly compromised its integrity at some times and stubbornly refused to give up an inch at others. It survived direct assaults devastating enough to destroy small countries. It kept going even when nobody would have blamed it for having the good sense to roll over and die. It was easy to hate, just as easy to love, and

impossible to reconcile even for those who harbored both reactions simultaneously. Like the city, it also had a disconcerting knack of earning back years of lost faith just when you needed something to believe in. Peter Parker, who in his guise as Spider-Man had endured the paper's scurrilous assaults on his reputation for years, could not have been blamed for wanting to wash his hands of the place forever. But he considered it home, almost as much as he considered the house in Forest Hills home. It was part of him. It was like the city that way, too.

If nothing else, he had to admire its resiliency. Just one week ago, the climactic battle of the Sinister Six's Day of Terror had left much of the lower floors a gutted shell. Any more damage and the building might have been shut down or condemned outright. Certainly, many of the office workers in the lower floors had needed to be relocated to temporary space at Worldwide Business Centers, many blocks uptown. The massive reconstruction that would allow them to return to work here wouldn't be completed for weeks. The City Room, which he entered now, had been wrecked almost as badly. There was still a freezing draft from the crater Doctor Octopus had made of publisher J. Jonah Jameson's office. But with all that, the *Bugle* had not missed a single day of publication. It was still hitting the streets with its peculiar blend of low-class sleazy innuendo and higher-end investigative reporting, giving equal weight to the brilliant work of Vreni Byrne, Charlie Show, Ben Urich, and Betty Brant, and the frequently incomprehensible antics of the perpetually irate Jameson.

Peter had often wondered if the main reason so many people gave credence to Jameson's ridiculously invective-laden publishorials was the compensating high quality of the news coverage that appeared on every other page. It was possible, he supposed. Certainly, it provided one possible explanation why Jameson was not laughed out of town for blaming Spider-Man for everything from transit strikes to Mad Cow Disease.

As Peter stepped off the one working elevator (the other four down since the Sinister Six invasion), he spotted several of his friends and coworkers braving the clammy,, sometimes fitfully-heated air of the damaged building in the spirit of dedicated journalism. Most people were dressed in sweaters and jackets; some had on mufflers or hats with earflaps. Secretary Glory Grant, dressed for winter in Antarctica, rushed by, saying hi and bye in the

same breath. Betty Brant nodded from the desk where she sat arguing over the phone while performing her drum solo with pencil tip and coffee cup. Charlie Snow, trapped on another phone call, rolled his eyes and said, “Oy-Flipping Vey.” The bristly-haired, paintbrush-moustached publisher himself stood in a corner of the newsroom arguing loudly with a representative of the repair crew from Damage Control, Incorporated—Jameson taking the position that as an establishment so frequently trashed by super-villains, the *Bugle* really ought to be entitled to a frequent customer discount.

Giving Jonah a wide berth, Peter glanced at Auntie Esther Friesner, the *Bugle’s* embittered and downright frightening Advice Columnist, who as always nearly bit her perpetually dangling cigarette in two when she read the first two lines of the next letter on her daily stack of correspondence from the terminally dysfunctional. A mother-in-law question, Peter supposed. Auntie Esther hated mother-in-law questions with a passion bordering on the insane—she hated every piece of mail she had ever received, but mother-in-law questions added an extra electrified jolt to the perpetual knot of tension that roiled at the base of her spine. One day she’d received a hundred mother-in-law questions and started setting fire to things. Peter, who like everybody else at the *Bugle* (including Jameson himself), couldn’t help being a little afraid of her, moved a little more hastily as he passed her desk.

The man he wanted to see was the paper’s best investigative reporter, a fortyish, sandy-haired, chain-smoking bundle of bronchial spasms by the name of Ben Urich. Urich, whose hacking cough was sometimes so bad it confounded witnesses who doubted his ability to remain standing, was no walking advertisement for physical fitness, but he was a bottomless pit of energy when it came to tracking down a story. This was the major reason Peter had been so happy to secure Urich’s aid on the ongoing investigation into the background of his parents. The other major reason was the man’s strong sense of ethics. Many reporters acted like getting the story overrode all other considerations, but Urich was rumored to be sitting on half a dozen major headlines only because he saw them as simply nobody’s business.

Peter found the notoriously cyber-phobic Urich tapping away at the ancient Olivetti he preferred to the *Bugle’s* word processing system. “Hey. Ben.”

Urich didn't take his eyes off his typing. "Hey yourself. Grab me a coffee, willya, kid? I'll be with you in a minute."

Aware that in a second or two Urich wouldn't even remember making the request, Peter went to the break room and secured the man's favorite blend of pure caffeine and petroleum-byproduct sweetener. Despite his own serious coffee jones, he hesitated several seconds before securing a second cup for himself. He liked to consider himself an afficianado of the beverage, and considered what the *Bugle's* percolator did to the humble coffee bean a serious super-villain-level crime. (He also seriously resented the sign on the wall behind the coffeemaker: THE BUGLE PAYS FOR THIS COFFEE. DRINK IT AT YOUR DESK WHILE CONTINUING TO WORK.) But he relented, got a cup for himself, and made his way across the bullpen to Urich's cubicle.

He put the coffees down, flipped an unused chair around backwards, and sat again, resting his chin on the backrest. "Hey again."

"Hey yourself," the still-typing Urich said, without any obvious sense of déjà vu. A second later, he registered the smell of coffee. "Did I ask you to get that?"

"Yes. you did."

"Huh. Damned if I can remember."

Peter chuckled as Urich took the cup. "That must be one hell of a story you're working on."

"I don't work on any dull ones, kid." Urich took a sip, expressed distaste, then returned to the typewriter. "Be with you in a sec. Meanwhile, you might wanna take a gander at the green file folder, there."

Peter obliged, expecting more information about his parents. What he found, to his dismay, was his own morgue file. The clippings went back almost a decade, and ranged from a tiny squib about his Uncle Ben's murder to longer stories where he appeared as "innocent bystander" witnessing various crises at the *Bugle*, Empire State University, and elsewhere around the city. Most, but not all, of the stories were related to Spider-Man. The wealth of material was dizzying. Peter's head spun by the time he looked up and met Urich's appraising eye.

“Background,” Ulrich said. “I had the idea I couldn’t know the parents without first refreshing myself on everything I knew about the son.”

Peter didn’t know what to say. “B-ben, I... “

Ulrich’s eyes turned dreamy. “I’ve got to tell you, Peter— for a nice college kid from Forest Hills, you’ve certainly led an interesting life. I almost forgot some of this stuff. I mean, framed and tried as a serial killer that time, fortunately cleared of that; attacked by dinosaurs in Antarctica, of all places; a high school girlfriend with a super-villain brother; a college roommate turned costumed terrorist loon; a movie-star wife who beats up on super-villains as a hobby; a career photographing super heroes for this paper; a pair of murdered secret agent parents. And now, it seems, the possibility of a missing older sister you never knew you had.”

Peter could only come up with a lame, “Well, if you take all of that out of context...”

But Ulrich wasn’t finished. “Who’s writing your days and nights, kid? And how can I have him drug-tested?”

Ulrich had a point, even if he couldn’t know that he was only seeing the tip of that particular iceberg. What would he say if he knew that Peter had also time-traveled back to the Salem Witch Trials, fought demons in otherworldly dimensions, and been instrumental in helping to prevent a lovesick alien demigod from blowing up the solar system as an offering to his girlfriend? What would he say if he knew that Peter had met—actually met, and fought—both Dracula and the Frankenstein Monster? What would he say if he had known that Peter had once said hi to a pretty girl on the street, and been faced down by the woman’s boyfriend, a humanoid duck named Howard? Heck, what would he say if he knew about the time the Beyonder, an omnipotent being from another plane of reality, had wandered into Peter’s apartment and asked to use his bathroom—an incident which Peter wasn’t even sure qualified among his life’s ten most surreal moments? Peter decided not to mention it. Instead, he said, “Yeah, well,” which served as a good, generic response. “Whoever it is, sometimes he seems to make more sense than other times.”

“I’d give the fella a slap in the puss, is what I’d give him.”

“He probably deserves it,” Peter agreed, with feeling.

“Anyway,” Urich sipped his coffee, “Regarding your Mom and Dad, I reached out to some colleagues who work UPI out of Prague. They made some inquiries about this Felix and Lisa Mendelsohn of yours.”

Peter leaned forward. “Yes?”

“Well, this much is certain. An American couple using those names and fitting your parents’ general description did live in that city during the time period in question. There are too many corroborating testimonies to doubt that. They had a small flat in a median-income neighborhood. Folks who still live there remember them as the stereotypical nice quiet couple who kept to themselves and minded their own business. The husband was supposed to be in some kind of security work, and the wife was a full-time stay-at-home Mom. The neighbors do remember a baby girl named Carla May. They also all say that the Mendelsohns moved away suddenly, leaving no forwarding address.” Urich coughed at length into his fist. “All of which seems to confirm the information you found in your parents’ NSA file, which indicates that they were living there under those names during the period in question.”

“You say that almost as if you don’t believe it yourself.”

“Wherever spies and spooks are concerned, it doesn’t pay to be sure about anything. Besides, there’s something about this whole setup that seems awfully neat. Almost as if it’s more what we’re meant to see than what we’d actually see if we knew where to look.”

Peter nodded. He had learned to respect Ben Urich’s instincts over the years; the man wasn’t always right, but he did have a talent for knowing something was wrong. “What are you saying? That the neighbors are lying?”

“Not even a remote possibility, kid. A couple of dozen separate witnesses, of varying ages and occupations, can’t all come up with identical lies about a couple they knew two decades ago. I refuse to believe a conspiracy that large still holding together after this long—not when history teaches us that it’s impossible to put three plotters in a room without one of them immediately wanting to sell out the other two. So the Mendelsohns were real. And so was their daughter.” Urich hacked into his fist again, then met Peter’s gaze. “No, I can’t tell you what bothers me precisely—but it’s

activated all of my bull hockey detectors. Either we've missed something, or we're being played."

"But how?" Peter asked.

"I have absolutely no idea. I'm only toying with the idea that maybe the Mendelsohns weren't your parents."

"But how is that possible? The NSA file—"

Urich, who had never been the warmest of all men, placed a fatherly hand on Peter's shoulder. "Understand, kid. They almost certainly were your parents. There's every reason in the world to believe that they were. And if they were your parents, then Carta May, wherever she is now, is by definition your sister. But we are talking about two people who moved out more than twenty years ago, after months of living under aliases and avoiding any close attachments. They didn't do anything to make themselves memorable. Under such circumstances, eyewitness testimony of any kind is suspect at best—especially when it's so unanimous."

"So you don't think it was them."

"Let's just say I believe the jury's still out." Urich stubbed out his cigarette, mourned its loss, then moved on: "I'm already far deeper into this investigation than I want to be, given its absolute uselessness as *Bugle* fodder, but the mystery's still got my nose up. Soon as I finish this piece, and do a little work on another I have brewing, I'm going to continue making calls and let you know what I find."

"Thanks, Ben. I owe you one."

"You owe me twenty, after this," Urich said, in a tone that signified his intention to collect. The man operated by Favor Bank, and kept very accurate books. "Now leave me alone. I've got to get this done so I can make my two o'clock."

Peter nodded, thanked him again, and stood up, momentarily at a loss over what to do next. He'd submitted his Disk Jockey photos the day before, to less-than-enthused reception. He'd already checked in with Deeley and found out that nothing was happening on the Sinister Six front. He'd dropped off Mary Jane at ESU, where she was having another meeting with Dean Farnswell of the Theatre Arts Department. He was between work assignments. As much as he wanted to make the Gentleman pay for

arranging the deaths of Richard and Mary Parker, let alone wring from the old man the truth about Pity's identity, he had spent so much time in costume lately that he didn't relish the prospect of immediately courting chilblains at forty stories. What he needed, badly needed, was a good old-fashioned human moment. He wondered if he could corral Betty Brant Leeds for lunch.

Unfortunately (and typically), the costumed part of his life chose that moment to intrude—in the form of Editor in Chief Joe Robertson, who came barreling out of the conference room that, since the destruction of his own office by the Sinister Six, had been drafted as his new temporary workstation.

Robertson was a soft-spoken, modestly built black man in his early fifties, whose cottony gray hair and gentle demeanor belied a personal force of will that had long served him well as the *Bugle's* resident conscience. Jameson had hired him years before, initially as City Editor, with the express understanding that his responsibilities included providing the voice of moderation that Jameson knew he needed to keep his own excesses (both managerial and journalistic) in check. Auntie Esther had explained it best: "Remember that book and movie, *The Horse Whisperer*? About the guy who knew how to handle horses? Well, Robbie's a Crackpot Whisperer. He keeps Jameson from breaking down the gate of his corral." Whatever terms you used, Robertson's avuncular presence was undeniably one of the elements that made the *Bugle* not only a place of business, but also a second home for so many of the people who worked there.

At the moment, Robertson wore the urgent look of a news editor who desperately needed a warm body for a breaking story. His eyes scanned the city room, initially finding no likely suspects, then narrowing when he spotted Peter. He half-walked, half-ran between the rows of desks, charting a course that precisely matched Peter's move to meet him halfway. "Peter! Emergency assignment!"

Peter was already checking his camera bag for spare film. "Why? What's up?"

"There's some kind of crisis in progress over at the Diamond District. Fatal shooting in the street. Early word's that this Pity character was at the

scene.”

“Pity?” Peter’s crest fell. *Please. Don’t tell me she’s killed someone.*

“That’s right.” Robbie continued the briefing while rushing Peter to the stairwell. “It’s the first sighting of a Sinister Sixer since their Day of Terror, so this may be big. I’ve already paged Billy Walters and Ken Ellis, telling them to drop their own assignments so they can get over there and find out what’s happened, but we need art if we can get it, and you’ve always been the best we have at getting across town in a hurry.”

Peter really hated when Robertson said things like that. The man had always possessed a spooky talent for Not-Quite-Hinting he knew who Spider-Man was. Comments like that had kept Peter guessing for years.

He stopped at the stairwell, grateful that the current condition of the *Bugle’s* elevators relieved him of the pretense of waiting for a ride. “How current’s the report?”

“Two minutes, no more. It’s still a hot situation. They say she’s already fled the scene and started moving uptown at rooftop level. There are cop cars pursuing her from the street, and a helicopter closing in on her from west of her position. If Spider-Man or Daredevil or the Fantastic Four or somebody else in that line of work doesn’t become part of this mess before long, then we all woke up in the wrong city without knowing it this morning. We need you over there—now. You have what you need?”

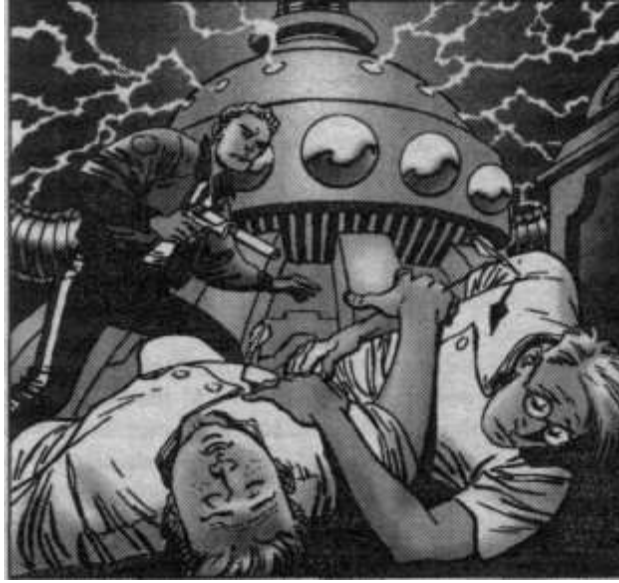
Robertson was referring to cameras and film, but Peter was calculating just how much web-fluid he had left. “Yeah, I’m set. I just hope it’s not all over before I get there.”

“I wouldn’t worry about that too much, son!” Robertson called, as Peter bolted into the stairwell. “After all, nick of time is what you’re famous for!”

Already four flights down, and exiting the stairwell on one of the wrecked lower floors, so he could change to Spider-Man, Peter grimaced.

He hated when Robbie said things like that.

He really did...



Chapter Four



Rand-Meachum International, a conglomerate specializing in the development of cutting-edge technology, has offices in twenty American cities and six foreign countries. Its assets at any time number in the low billions. Even so, it cannot be said to exist on quite the same plane as such colossal entities as Roxxon, Microsoft, and Stark-Fujikawa. If they are Corporate Gods, then Rand-Meachum is merely a very, very powerful corporate titan, large enough to have survived the merger mania of the eighties and nineties and ambitious enough to be edging toward its own place at the very top.

One of its smaller research facilities is a four-story, windowless structure in an industrial park in New Jersey, some sixty miles from Manhattan. The building occupies the equivalent of six city blocks and sits on a fenced-in perimeter providing a two-hundred yard grassy lawn on all sides. Nobody gains admission without first stopping at the front gate, where armed representatives of the cutting-edge security firm Silver Sable Limited check each visitor against a master list of authorized employees and visitors. The loading dock, accessible from another guarded entrance, is manned by Silver Sable representatives who carefully inspect all trucks before any cargo is offloaded.

The last serious problem here was a demonstration just outside the main gate by Animal Rights advocates who, a couple of years earlier, had somehow gotten (false) information that the facility housed a genetics lab performing unnatural experiments on rhesus monkeys. There were no rhesus monkeys, or for that matter, lab animals of any kind inside the building. The closest thing they found was a guppy tank that decorated a reception area on the second floor. As Rand-Meachum considered the work

actually being done here strictly proprietary, persuading the Animal Rights advocates that they'd screwed up had taken far more time than any of the computer programmers, metallurgists and particle physicists on staff would have believed. But that situation was long over and done with, and life at the Facility had resumed its previous routine—which was, if you listened to chief researchers Warren Gold and Philip Askegren, the single greatest technological leap since Wilbur and Orville Wright.

At about the same time blood was spilled in the Diamond District, Gold and Askegren were performing some final calibrations in a shielded control room overlooking the massive four-story silo they had christened The Birthing Chamber. It was a pretentious name, of course, but one they considered compensation, for they themselves had been nicknamed Abbott and Costello way back in grad school. They didn't really look anything like that old-time comedy duo, but the figures they cut whenever they stood side by side just happened to invite that comparison. Askegren ("Abbott") was tall and thin, with receding sandy hair and a complexion similar to Corrasable Bond typing paper; Gold ("Costello")

was stockier and a full head shorter, with greasy black hair and a complexion veering toward the excessively pink.

Gold had cultivated a moustache to discourage the comparison, but it wasn't a very good one; it refused to connect beneath his nose. He tended to rub the hairless spot with his index finger whenever sufficiently deep in concentration; he rubbed it now as he studied a fresh anomaly on his console readout. "We have a spike in the gain. Four point five three."

"Compensating," said Askegren, rolling from one monitor to another on a stool equipped with casters. He had the annoying habit of wearing his white coat draped around his shoulders, so it flapped like a cape whenever he moved with sufficient suddenness. It was so transparent an attempt to invest his sedentary job with a swashbuckling flair that only his preeminence in his field prevented the quirk from qualifying as pathetic. He typed a few lines of code in workstation five and said: "Spike descending. Three point two seven. Two point six. Leveling off. I have stability to fourteen decimal places."

"Are we free to go? Resins free of noise from the data spike?"

“Noise leveling off,” Askegren reported. “Inert readings. Inputs all clean of signal degradation.”

“And the Oltion Field?”

“Optimal to fourteen places. First systems check Triple A. Second systems check initializing.” Askegren took a deep breath, and spoke in a more conversational tone: “Pamela Sue Anderson again?”

“Naaah. Bosses monitoring this time. Cheesecake’s no good for posterity.”

“Then what?”

“Use the Silver Surfer.”

“Cool. Silver Surfer it is.” Askegren loaded a file from a database that now contained over one hundred three-dimensional images, from celebrities to creatures out of myth and legend. The glamorous women were the most frequently consulted, but the others had all been used once or twice as well. “Three minutes to test. Let the world know we’re ready to rock.”

The two partners grinned at each other, as genuinely excited as they always were whenever their work seemed to be taking another giant leap toward fruition. In their minds the Nobel Prize was not only a given but an Understatement. If what they had in mind worked, they might conceivably be canonized. And their enthusiasm was catching—when Gold got on the intercom to confirm that all of the projects’ other support teams were greenline, the excitement in each individual project leader’s voice was downright palpable.

The isolation lock beeped twice just as Gold got off the horn with Doctors Goodman and Monella from Team Plaid. The beep was a formality; fun as cloak-and-dagger security requirements might sometimes be, it could get awfully lonely locked in here, and anybody capable of getting this far was authorized to visit anyway. The door wasn’t ever locked unless the Birthing Chamber was in use, and required so much work to set up that this rarely happened more than once a month or so.

The vestibule revolved, and Joey Green limped in. He was a paunchy, freckled, redheaded security guard in his early thirties; the kind of guy who was always inordinately impressed with everything, and not at all shy about letting you know. He was so much a part of the facility that he’d been

retained even after most of the security staff had been replaced with Silver Sable's crack team of mercenaries. The limp was courtesy of a case of gout that had been afflicting Joey's right foot for the better part of six months now. He grinned and waved at Askegren: "Hey, brainiac. Still messing around with the Star Trek stuff?"

Green's customary greeting hadn't been funny the first two hundred times he'd used it, but it had developed an uncanny zen-like resonance. Askegren had actually missed the daily repetition the last time he'd taken a long weekend. "It's not Star Trek stuff, Joey. It's Buck Rogers stuff. I thought we had that settled."

"Yeah, well, right, whatever. Beam me up, Scotty, right?"

"Right," Gold said. Like Askegren, he loved these content-free conversations; after a morning spent swapping numerical readouts to the multi-decimal, Green's determined vapidness was better than a coffee break. "Anything we can do you for, Joey?"

"Well, I'm really sorry about this, guys, but I have been asked to remind you about updating the parking stickers on your respective chariots. The money men know who you are, of course—hell, they'd be stupid not to, since you're the whole reason this place exists—but jeez, they really would prefer it if you apply the new stickers by the end of the week. Would that be a problem?"

Askegren, whose very job description included bending the laws of physics, smiled at a scrolling screen of numerals. "Not in the grand scheme of things, Joey." "That's just swell," said Green. Then he hesitated, and glanced out the plexiglass shield at the Birthing Chamber, where a bell-shaped Oltion Field Generator dangled over a vat of adamantium resins. "Say, you guys running a test today?"

"In about twenty minutes. Why? Do you want to watch again? We're not doing Pamela Sue, I'm afraid."

"That's all right," Green said. "I want you to power down the generator, deactivate the shields, disengage all the energy locks, cut all the data feeds to the Manhattan office, and turn all the variables down to zero point zero."

Askegren started. "Why?"

“Because,” Green said, producing a revolver and speaking in an accented voice that neither of the two scientists knew, “I will shoot you both very dead if you don’t.”

For Askegren, the sight of the weapon was like a cold spear through the base of his spine: it silenced and paralyzed him utterly.

Gold’s reaction was significantly more unfortunate. He shouted an obscenity and leaped for the red call button on the nearest workstation. By the time he got there the top half of his head had been reduced to bloody shrapnel radiating from the bullet’s point of impact like a sine wave. He collapsed across his workstation, then slid downward, leaving parts of himself on his keyboard and monitors.

Askegren stared at the man who had been both his best friend and his partner in pushing the boundaries of man’s knowledge. His entire eulogy was, “You,” followed almost a full second later by, “But—”

Joey Green marched across the room, leveling his revolver at Askegren’s forehead. With every step he took, his demeanor and appearance changed. His limp disappeared. His nose flattened. His lips smoothed out. His red hair faded to nothingness, and the skin of his familiar face became instead a featureless white mask, marked only by the vertical seam that ran from his scalp to his chin and the narrow slits that accommodated both his eyes and his mouth. The eyes behind the slits were as cold as anything Askegren had ever seen. The bottom half of the mask curved to reflect the cold smile of the murderer whose features it hid. “Greetings. I am the Chameleon. I am only one member of an unstoppable force about to assault this building. You are now faced with an opportunity many of your coworkers won’t share: the chance to decide whether you will still be alive at day’s end. Do what I say and I shall let you live. Act as foolishly as your friend and you will soon be an outline drawn in masking tape. You have precisely ten seconds to decide.”

The cold steel of the barrel was a burning 0 on Askegren’s sweaty forehead. “P-please... I have a baby daughter...”

“And generous death benefits sufficient to provide for her. You now have five seconds.”

“Wh-what do you want?”

“I want you to power down the generator, deactivate the shields, disengage all the energy locks, cut all the data feeds to the Manhattan office, and turn all the variables down to zero point zero. If it takes more than ten minutes for you to accomplish all that, I will mail your widow a memorial ballpoint pen to complete her benefits claim. Start... now.”

Askegren’s mouth worked noiselessly for the first ten seconds. Then the Chameleon repositioned the barrel of his weapon so it faced the trembling scientist’s right eye. The barrel seemed unnaturally black, but it was still possible to see a short distance into that narrow little tunnel, and speculate on just what lurked at its opposite end...

Askegren said: “I’ll do it. J-just give me some space to work, okay?”

“With the understanding that you’ll join your friend in death the instant you try to betray me. You now have about nine and a half minutes.”

His heart thumping in his chest, Askegren began to work.

Lew Awsten, the Project Administrator at this facility, was a balding, egg-shaped man in his early fifties, marked by his remarkable talent for locating the ugliest eyeglass frames any man could wear without instantly reducing himself to total social pariah. His current pair were thick, jet-black monstrosities that made his head look like a construction site surrounded by scaffolding. He looked like the standard cliché image of the nerdy scientist, but though he had a Ph.D. in electrical engineering, he hadn’t participated in any of the research being done here. His chief talent was running the day-to-day support operations of this facility, making sure everything ran so smoothly that the brain boys truly in charge of this cutting-edge research were never bothered with minor details like dealing with Maintenance or Security.

He was, in short, that peculiar specimen unique to modern corporate life: the Boss whose job required him to not really be in charge.

Even so, he did possess a certain proprietary interest in the work being done here. He did try to keep abreast of its progress, even when he didn’t completely understand it. And when Dr. Askegren sent down word that today’s operation was being scrubbed at the last minute, he couldn’t help feeling a little disappointed.

He decided to visit Abbott and Costello later, to see if there were any needs he could expedite.

But first he'd call the Tokyo office to tell the traveling CEO, Mr. Rand, that the test was scrubbed. That was, after all, the other half of his job: dealing with the big boss so the two geniuses didn't have to.

He reached for his desk phone.

It became a cobra and reared up at him.

He said, "What the—"

Then his office capsized. Gravity turned over on its side, leaving Awsten and his desk clinging to the side of a sheer vertical drop. Awsten gasped and clutched his desk, knowing that this couldn't be happening, not really, wondering if this was some symptom of the stroke his doctor kept promising if he didn't lay off the saturated fats. He reached for the phone, which had become a phone again, but which was now tumbling away from him, moving in slow motion it seemed, taking forever to fall away from him, cruelly taunting him with the reminder that help could no longer be summoned that easily.

He heard an explosion in the outer office, the sound of walls suddenly reduced to rubble. His secretary, Melanie, screamed, her voice cutting off in mid-syllable.

Then something slammed into his ribs and hurled him to the floor-no-longer-a-floor-but-a-wall. Pain and vertigo assaulted him. The far wall of his office receded, now hundreds of feet down, now thousands. Transformed against his will from fat executive to stranded rock-climber, he clutched the narrow threads of carpeting beneath his fingers with the desperation of a man who needed them to be thick cables capable of supporting his weight.

A man's voice purred: "No, you didn't really want to make a report to Mr. Rand, did you? You just want to hang here, holding on to dear life. You want to hang here until somebody comes to rescue you."

Awsten managed to turn his head, and caught a glimpse of a bizarre caped figure floating in midair at an angle that simply made no sense no matter whether floor or ceiling or wall was accepted as officially Down. The figure was tall and athletic, wearing a checkered green costume notable

both for its ornate gauntlets and for the opaque goldfish-bowl helmet the man appeared to have instead of a visible head. The cape billowed out behind him in ways that suggested a roaring wind, even though the air currents in Awsten's office were as still as only the best climate control could manage.

Awsten remembered something from the recent news. Something about a movie star murdered to make a point. He managed, "M-mysterio?"

The caped man swooped near, chuckling behind his unwieldy helmet as he pulled the pin from a pineapple grenade. "I do so love the opportunity to get out and meet my public."

Awsten did not live long enough to beg for mercy.

Bill Wilson, who ran the front desk at this Rand-Meachum facility, was a show guard as opposed to the real guards provided by Silver Sable. Sitting behind a curved desk greeting all the guys and gals as they came in from the parking lot, watching them sternly as they lowered their eyes to the optical reader, was his idea of a perfect job—certainly a vast improvement from the one he'd held before a brief foray into disability and retirement bored him silly. That one, sitting at the front desk of the Emergency Psychiatric Unit at Midtown Hospital, had seemed relatively work-free too, until the day one loon broke in to kill another loon, and Bill's heroic resourcefulness had been required to save the day. (That wasn't actually the way it had happened, but it was the way Bill remembered it; even more than most people, he'd always been the star of his own personal movie.)

Anyway, what with one thing or another, this job was much better than the last one. Here, the only loons he needed to deal with were scientists, and all he needed to do to shut out that lunacy was not pay attention to whatever they were saying. With the real security being performed by the Silver Sable guys, he was just a receptionist with a badge. Talk about stress-free assignments.

At least until now, when the parking lot outside the building rang out with the sounds of smashing metal and shattering glass. It sounded like a demolition derby out there. Bill looked up from his book of half-completed *TV Guide Crosswords* and saw the damndest thing; it looked like a pudgy man on stilts, bobbing up and down over the cars, actually flinging some of

them skyward as he approached Bill's vestibule at dizzying speed. It wasn't until the front entrance erupted in an explosion of glass, and a pair of sinuous adamantium tentacles snaked in to snatch the helpless Bill from his station, that Bill (who did occasionally read the papers, whenever he found a discarded one he could claim for free), felt the first suspicion that he knew who was behind this.

Bill knew he was right when a pudgy man supported by another pair of flailing tentacles bobbed into the lobby at near-ceiling height, his rounded face twisted into a hateful sneer. By then, the tentacle that had grabbed Bill had wrapped itself around his body three times, squeezing him with a force that wrested agony from compressed ribs.

Bill croaked out the name of the man who was about to murder him. "Doctor... Octopus... ! Why... ?"

The pudgy man grimaced. "Why? You dare to question me?"

Bill couldn't breathe. His mouth moved soundlessly.

Octopus sighed. "I really don't enjoy senseless killing. And under different circumstances, I might have allowed you to live. But I am working for an employer I despise, under conditions that severely compromise my dignity, and I am in no mood to show mercy to nonentities who have the temerity to question my motives. Therefore..."

The tentacle grasping Bill coiled so tightly that the loops all but disappeared. There was no longer any room for anything alive inside the spiral it had become. Or for that matter, anything intact. The remains of Bill Wilson hit the floor in pieces.

Doctor Octopus moved deeper into the building, smashing down walls as he went. He smiled. He'd lied about not enjoying it.

By this point, despite the delay Mysterio had arranged by taking out Awsten and the rest of the administration staff, a general alert had sounded all over the facility. Every control room, from Team Orange to Team Plaid, received directives for evacuation. Coded distress signals, pre-programmed into the site's alarm system, went out to local and state police, as well as Silver Sable's main office at the Symkarian Embassy in Manhattan. All around the building security personnel grabbed their pulse rifles and took up position. At their various assigned battle stations, determined to protect

the Birthing Chamber at the heart of the building. Those lab technicians and support personnel who could make it out of their respective sections, to emergency stairwells and other shelters, fled to safety at all possible speed. Some made it. Others did not. The invaders were not interested in taking detours just because helpless civilians happened to be in their way.

Two of the Silver Sable operatives who hurried to join their embattled comrades on the front lines were Carlos Perez and Christina Santiago. They had been standing guard at the perimeter fence, and had witnessed Dr. Octopus's assault on the front entrance from a distance of fifty yards. Although Octopus had hurled several of the cars in the parking lot their way, Perez and Santiago wasted no time worrying about their own safety; they just made a silent joint decision and pursued him anyway. Airborne vehicles thudded into the grass on all sides as the two agents zigzagged through the line of fire, their weapons charged and ready. Perez shouted into his communicator as he ran: "We have a P-1 Situation! Repeat P-1! Multiple Paranormals in Full Assault! Multiple Para—"

A shadow loomed over him. He thought it was one of the automobiles Dr. Octopus had thrown. He hurled himself to his immediate left, confident in his ability to escape; after all, even two-ton missiles cannot alter direction in mid-fall, and even the most unaerodynamic car ever constructed was still subject to the laws of physics.

But the shadow changed direction, and followed him.

Perez looked up just in time to see the razor-sharp green wing, designed to look feathered but as metallic as any knife, descend with a force that sliced him in half.

Twenty feet away, Christina Santiago saw everything. She saw the grimacing, snaggle-toothed old man in the winged costume cut down her partner, the most capable Symkarian soldier she'd ever known, with an ease so extreme : suggested boredom. She did not scream. She did her job. Even before the two halves of her partner and friend hit the ground, she took aim and fired everything she had at the bird-man now turning his homicidal attentions toward her.

Christina Santiago was one of the foremost sharpshooters in her squad. She excelled particularly in taking down flying objects; in training, she'd

scored one hundred percent taking down flying robot drones designed for evasive action.

Her best shots never even got close.

She expected to be cut in half, too, but instead, she was grabbed under the arms by two gnarled hands. The jolt as she was yanked off her feet almost dislocated her shoulders. Her neck whipped back, her pulse-rifle tumbled out of her grip, and she cried out as she saw the wreckage-strewn campus, the research facility, and the surrounding patchwork quilt of houses and roads and patches of gray and white all recede beneath her feet.

They were easily a thousand feet up before the old man (who didn't seem to actually need to flap those wings of his, and therefore suffered no difficulties carrying her), leveled off.

Santiago shouted: "Who are you? And where are you taking me?"

The old man chuckled. "My name should be obvious, my dear. I am the Vulture. As for where I'm taking you—you wound me. I am not taking you anywhere. In fact, now that I've treated you to this magnificent view, I intend to let you go..."

She screamed.

He followed her all the way down, his cold, dead eyes betraying no sympathy at all.

Elsewhere: Doctor Cynthia Monella ("Team Plaid"), assigned to support duty at one of the auxiliary control rooms, listened to the ubiquitous screams and explosions and sounds of destruction, and knew that the assault would soon arrive at her location.

She heard pulse-rifles being fired; that would be the Silver Sable people, defending the Birthing Chamber from the invaders. The rifles were first-class ordinance, powerful enough to drill neat holes in armored divisions. They needed to be, with terrorist loons like Hydra and A.I.M. itching for a chance to seize all advanced technological research for their very own. Unfortunately, from what she could hear the Silver Sable troops shouting in the hallway, the enemy wasn't even being slowed down.

Monella, a petite (5'4") brunette in her early thirties, had picked up most of her technical education in the Marines, and she knew her way around

combat. She'd personally experienced only one firefight—that one a dustup in the Saudi Arabian desert—but she knew what they were like; she had taken her medical discharge hoping never to see one again. Strictly speaking, she and her Number Two, Judi Goodman, were supposed to stay low in the event of any crisis... but strictly speaking, the sounds of combat were approaching so quickly that she didn't think the Team Plaid control room would be a safe place to stay any longer. Thinking quickly, she made a command decision she was not officially authorized to make. "Purge the memory."

Judi shuddered at the muffled sound of a nearby electrical explosion. "B-but... today's data..."

"Purge it. We can't let those bastards, whoever they are, get their filthy hands on whatever we have."

"Will we have time?"

"Not to see it through. But we can start the purge before thinking of escape. I'll take full responsibility."

Typing furiously, wincing at every shout or distant explosion, the tall and gawky Judi pulled down the Emergency Procedures Menu and selected the prompt for System Purge. This ordered the computer to scramble the site database and wipe out all data acquired since the last backup was messengered to the Main Office in Manhattan. That was only a twenty-four hour loss, but given how much this research cost on a daily basis, it was still going to hurt. Monella might have worried about it being taken out of her pay were there any chance of her ever making that much money in all the remaining years—or, given the situation, minutes—of her life. Monella pulled Judi out of her chair, typed the first emergency password, then the second, then the third. The computer began the purge.

The next explosion, just outside, was close enough to knock the data binders from their places on the reference shelves. Outside, pulse rifles blasted, and somebody emitted a high, bubbling, and clearly very final scream. Monella made out the words of a shout, clearly meant for any civilians still capable of hearing it: "Fall back! Fall back! They're killing everybody!"

Judi had turned white. "I don't think I can do this..."

Monella reached up and grabbed the much taller woman by the shoulders. “Don’t think about it. Just stay low and aim for the emergency stairwell across the corridor. It’s only a few feet away, and it’s a push door, so you won’t even have to turn the knob. Just lower your head and go. We’ll be across in two seconds.”

“And then what?”

Monella had absolutely no idea, but half the secret of survival was staying alive long enough to improvise. “Just follow me.”

She led Judi to the security-locked door, taking a deep breath, surrendering to fear just long enough to tremble at the sounds of battle emanating from the hallway. It occurred to her that this escape attempt might actually be more dangerous than just sitting tight and waiting for the carnage to pass; it was a terrible risk even for somebody like herself, who had been trained for battle situations, and much worse for somebody like Judi, who had never experienced anything worse than bumper-to-bumper traffic on I-95. She wondered if she should just leave Judi behind with a promise to send help if possible. And for a moment, she came close to doing just that.

But then the choice was taken out of her hands—

—the eastern wall of the control room exploding in a cloud of dust and other debris—

—a bespectacled fat man carried by four writhing tentacles coughing as he emerged through the shattered opening—

—the tentacles whipping about like questing worms, seizing electrical consoles and ripping them from the walls in burst of sputtering flame—

—Judi gasping, “It’s D—doc—”

—Monella recognizing the figure too, knowing from his reputation that remaining here meant certain death—

—hearing another explosion, somewhere, not too far away—

—Monella propelling her stunned partner through the revolving lock—

—praying even as she did that any horrors ahead of them were not quite as deadly as the infamous monster she was now forced to flee.

But what they found ahead of them was hell on earth.

The hallway was redolent with acrid haze. Half a dozen security people in skintight armor raced by, pulse rifles at the ready. One, a man with a bushy walrus moustache, turned to shout at Monella, his words obliterated by a deafening explosion from further down the corridor. Two others took up positions at either side of him, leveling their weapons at an unseen enemy further up the corridor. A whitecoated man, more dead than alive, only barely recognizable as Team Scarlet Coordinator Peter Rawlik, lay hideously disfigured at their feet. The air smelled of blood and ozone and overcooked meat. One thunderclap and brilliant flash of light later, the man with the walrus moustache completely vanished, the air misting scarlet with all that remained of his existence on Earth. The two Silver Sable operatives with bazookas held their positions anyway, firing round after round at the human monster approaching from the other end of the embattled corridor.

The murderer in skintight green strode toward them in an oval of sizzling light, his eyes bursting with coruscating energy, his arms rippling cauldrons of living lightning. It was impossible to guess at his features; he glowed far too brightly for Monella to discern anything but a dorky crew-cut. He was like a star, come to earth in the form of a malicious child, and though he took out one defender after another with bolts of energy that fried them where they stood, he gave the impression that he regarded this outing as a real hoot. His stride reminded Monella of the male lead in a romantic musical, just before he breaks into song. Certainly he had no worries on his shoulders: the pulse bolts fired by the weapons of the Silver Sable agencies detonated into bursts of harmless light long before they touched him.

Judi froze. “Cynthia, I can’t—”

A gleaming adamantium tentacle smashed through the revolving lock behind them, its pincers clutching hungrily at empty air.

Doctor Octopus.

Monella snapped out of her paralysis. She yanked Judi out of the way of the slashing tentacles and behind the Silver Sable agents who were still bravely holding their ground, still firing shot after shot in the vain hope that one of their plasma bolts might possibly get through. One of the agents heard the tentacle smash through the wall behind her and whirled to face the new attack.

He was clubbed dead by that tentacle before he had the time to face it. Meanwhile, the glowing man at the end of the corridor shouted something about wanting people to remember his name.

Electro.

It seemed too comical a name to befit this evil force of nature.

But Monella wasn't laughing. With two impossibly powerful supervillains converging on her position, she only had eyes for the door to the emergency stairwell. She leaped at it, felt her heart skip as the door blessedly swung open at her touch, and darted inside, turning only when she realized that the panicked Judi had torn free of her grip; the silly girl had instinctively darted back toward Team Plaid Control, in search of a safe haven that no longer existed.

Monella whirled just in time to see one of Electro's stray lightning bolts strike Judi. »

The effect was instantaneous; were it not for the unfortunate literal meaning of the word, Monella would have been tempted to think of it as "electric." Judi convulsed violently, her limbs thrashing with an abandon that suggested wild dancing. She emitted a sound that might have been a scream, but which was crippled by the fresh limitations of the lungs reduced to ash in her chest. She charred and exhaled a cloud of ash and finally fell, twitching uncontrollably in the manner of a corpse still animated by the forces that had torn the life from her. Even before the next lightning bolt struck, incinerating her utterly, her now-blackened clothing was already spouting tongues of angry flame.

Monella wanted to leap back into the corridor, grab one of the fallen pulse rifles, and fire hot plasma at Electro. Who knew? She might have gotten in a lucky shot. She might have given him what he deserved.

But it was far more likely the fast track to suicide.

She whirled again and retreated further into the relative safety of the stairwell, barely ahead of a massive explosion that sent fistfuls of gravel slamming into her flesh. Her eyes burned. *What's going through their heads?* she wondered. *What can such murdering bastards possibly be thinking?*

Nodding at Or. Octopus, who had directed him to stay on this level mopping up any more security forces he might encounter, Electro reflected that he really couldn't stop thinking of Pity. It was too bad she couldn't make it today. He missed her. He had no way of knowing that sixty miles away, the latest battle between Pity and Spider-Man had just reached a most unfortunate conclusion...

Outside, a squadron of state troopers converging on the embattled building ran off the road when they thought they saw another dozen automobiles, barreling down the road at high speed, about to smash into them head-on. Two of the cop cars rolled in the massive pileup; one officer was killed, four others critically injured, one disabled for life. As those who'd survived the multiple accidents relatively intact stumbled from their vehicles, moaning and cursing, Mysterio flew above their heads, cackling madly. Several of the officers got their heads together enough to fire shots at him. Mysterio, still laughing, simply disappeared in a puff of white smoke. He was replaced by the hurtling form of the Vulture, wearing the snaggle-toothed grin of a man who was only beginning to enjoy his fun.

Considering himself damned, not knowing how lucky he was to still be alive and unhurt, Askegren watched through the specially shielded glass as the new arrival, Doctor Octopus, invaded the deactivated Birthing Chamber itself. After hesitating at the now-inert mixed resin vat, Octopus used his tentacles to climb to the top of the Chamber and attack the Olition Generator itself. That was the bell-shaped connection-studded device affixed to the Chamber ceiling. From the efficient sense of purpose Octopus demonstrated by immediately attacking the bolts that held the twenty-ton device in place, it was impossible for Askegren to avoid the realization that this had been the target of the invasion all along.

Askegren, who had endured most of this nightmare meekly accepting the presence of the revolver the Chameleon held to his head, cried out, "What do you think you're doing?"

To his horror, Octavius heard him. The pudgy man in the soupbowl haircut stopped what he was doing and turned toward the Chameleon. His own voice sounded tinnily through the control room speakers: "As I informed that other slug at the front desk, I am not in the mood for impertinent questions. Kill him, Anatoly."

Askegren shouted fast enough to outrace the Chameleon's trigger finger. "N-no! Wait! I'm not trying to stop you! I know I can't—but don't you understand? The Generator's useless to you!"

Octavius froze in mid-operation. "Interesting. You may continue."

"It's not the Process! It's just a component of the Process! It's just one cog in a network of machines extensive enough to fill this building to five subbasements! It can't make the Process work by itself! Hell, we can only make the Process work for thirty seconds at a time as it is!"

Octopus made a gesture that stayed the Chameleon's hand. "Most intriguing. And since I see from the resin vats below that this Process of yours has something to do with the manufacture of adamantium—a metal I always find useful—I might be back someday soon, to learn just what you were doing here."

"You... don't know? You're not here for the Process? Just for the Olton Generator? I don't understand..."

"You're not being asked to understand," Octopus said with a peremptory wave of one hand. "But you have given me food for thought, today. You will be permitted to survive so you may complete the researches I will one day claim for my own use. Anatoly? Please silence this fool. Temporarily."

Askegren did not see the butt of the revolver slamming against his head, not once but repeatedly. The brain swelling he suffered from the concussion did not quite kill him. It kept him on the critical list long enough to miss not only what remained of the siege, but also the funerals of all the friends and coworkers who had died today. He would not wake up until days after the world found out why the Sinister Six had needed to come here—and by then, it would be too late to change a damn thing.

Maybe, he'd think then, that was one definition of being lucky.

There was not much left after that. With the goal all but achieved the bloodshed was already winding down. Elsewhere in the building Electro continued to hunt down and wipe out security forces, but there weren't many of those left, and he was just human enough to show mercy to those with enough common sense to beg for their lives. Up in the air the Vulture used a scavenged pulse rifle to force a police helicopter to keep its distance. He did not shoot it down, even though that would have been easy. Down at

ground level Mysterio used his powers of illusion to keep the civilians and security personnel from fleeing various nightmares of his own design—but he now limited his activities to terror alone, having accomplished more than enough killing for one day. As for the Chameleon, he simply relaxed and guarded the unconscious Askegren with a care that practically qualified as protective.

Five minutes after breaking into the Birthing Chamber, Dr. Octopus succeeded in detaching the Olton Generator.

Showing no strain as he held its massive bulk in two of his tentacles, he shouted: “Ha! I’ve got it! Coming?”

The Chameleon shook his head. “No. I’ll signal Electro to join you, but I’ll make my own way out. I have personal business to attend to.”

This did not make Dr. Octopus happy. He had frequently expressed his feelings toward colleagues who quit jobs while they were still halfway done. But since there was no immediate need for the Chameleon’s services he acquiesced, leaving the building through the great gaping hole he had torn in the roof for that purpose. He rendezvoused with Mysterio, the Vulture, and the simultaneously-exiting Electro outside, where they made their escape in full view of the dozens of survivors trembling and weeping at the horror they’d been forced to endure. Police helicopters tracked the escape of the four murderous super-villains until the criminals hit the outskirts of Newark, at which point the surveillance equipment finally established that it had been tracking a group of holograms Mysterio had designed to cover the actual route.

The *Daily Bugle*, showing its usual sense of consistency, would soon blast Spider-Man, whose vigilante activities it condemned every other day of the year, for not doing anything to stop the massacre. This was despite the fact, as documented elsewhere in the paper, that Spider-Man had been busy enough risking his life somewhere else.

Nobody seemed to notice that the Chameleon had not accompanied his partners on his way out of the building. Nor would they notice as he used a series of persuasive disguises to escape the building and make his way back to the city.

And he had special arrangements to make that were not on the official agenda...



Chapter Five



The carnage at Rand-Meachum was still several minutes away when the Gentleman exited Yeganeh Jewelers, his slave Pity in tow.

The old man's expression was half self-satisfaction, half distaste: the self-satisfaction derived from successfully negotiating the purchase of the Czarina's necklace, the distaste a reaction to once again encountering the same dull, common faces he had been forced to confront every day since his return to this misbegotten country. One sweep of his eyes and he could see an array of homeless people, messengers, business people, wealthy indolents, and mumbling eccentrics, none of whom betrayed even the slightest glimmer of the commanding personal light he usually considered the bare minimum for anybody who wished to be considered truly human. He felt soiled just to be standing on the same city street with these people.

It was possible, he supposed, that some of them might actually be elevated to a higher form of life in the face of the extreme chaos he intended to rain down upon their lives.

Swords tempered in fire, and all that. Considered that way, this enterprise might actually be considered a charitable act.

The Gentleman shuddered. He considered the charitable impulse both base and decadent. His distaste for it was so extreme that he avoided all investments, however profitable, that promised beneficial results for anybody other than himself. He avoided trickle-down economics. It was a sign of wasted investment opportunity.

In any event, he felt relieved that his errand in the diamond district—one of many similar shopping trips he'd conducted since his arrival in America—had been concluded with such a blessed minimum of complication. He had feared a replay of the ignoble calamity that had befallen his old

diamond smuggling partner, Dr. Christian Szell,. The one and only time Szell had ventured here from his usual haunts in South America, to consolidate his assets, he had been forced to commit a murder or two just to protect his investment. He'd been abducted, robbed, and shot by a commoner grad-student with a grudge, after decades of successfully evading the elite manhunters of the world. The Gentleman, who was human enough to mourn his few true friends, wiped a single tear from the corner of his eye and moved on.

Traffic on the narrow crosstown street was moving at a glacial pace, thanks to an excess of taxicabs and delivery vans competing to pass through the one-lane space between the parked cars on either side. This, however, rebounded to the Gentleman's benefit, as so many things in this life did—it prevented him from needing to hurry to meet the stretch limousine he'd summoned from Sabi Yeganeh's showroom. The Gentleman knew it was his limo because he'd recognized the driver, one Ivan Rastokov, whose skills behind the wheel had served both himself and the Chameleon on several occasions. Ivan had always been dull, stolid, unimaginative, and common—all the things that the Gentleman ranked along with poverty as the signifiers of the barely human—but he'd also always shown a remarkable degree of discretion, which made him invaluable to an entrepreneur of the Gentleman's ilk.

"There," the Gentleman said, pointing his wolf's-head walking stick at the limo. "Come along, dear."

Moving with an agility that belied his advanced years, the Gentleman darted through a narrow space between parked automobiles and leaned over the driver's side window to provide Ivan with his destination. He did not get in the limo himself, but he gallantly held the door open for Pity as she slid into the back seat and placed the treasure-laden suitcase on the seat beside her.

She made room for him, but he shook his head. "No, I believe I'll take a walk around Manhattan today; there is, after all, no telling when I'll have my next chance. You know what to do. Secure today's purchases in the usual place, and then return to the townhouse as soon as that's accomplished. You may not—"

The cretin driving the pale green monstrosity immediately behind the limousine, who no doubt considered his own stupid errands of world-shaking importance, leaned on his horn to punish the doddering old man who was taking so long to say goodbye.

The Gentleman took his time giving Pity the last of her instructions. “I know that you have not yet eaten, or had anything to drink, today, but you may not partake of any refreshment until these treasures are safely with the others. If you wish, you may have an apple and a cup of warm water when you return to the townhouse. But not before. Is that clear?”

Pity said nothing. Of course. But her understanding was implicit.

The Gentleman slammed the door, and signaled Ivan that it was all right to go. The limousine moved slowly down the street, barely accelerating at all in light of the stop signal glowing red at the next intersection.

The idiot in the pale green monstrosity, a doughy individual with skin that resembled a tactical map at some Pentagon war room, pulled up just enough to lean out the window and snarl: “Who the hell do you think you are, Pops? Blocking traffic like that?”

The Gentleman regarded the subhuman fool with the dispassionate remove of a naturalist watching birds migrate south. And then, with one smooth, confident movement, as deftly executed as any swordthrust by any master fencer, he lifted his walking stick and jabbed the offensive creature in the neck right above the Adam’s Apple.

He did not draw blood or cause permanent injury. But the idiot in the pale green monstrosity immediately doubled over and gagged. The idiot in the bright pink monstrosity immediately behind him began to blare his own horn in protest.

Rolling his eyes at the stupidity of it all, doubly certain that the subhumans of this city deserved everything that was about to happen to them, the Gentleman turned on his heels and strolled away, humming a happy aria. He moved quickly to avoid any complications that might have been caused by the impromptu etiquette lesson.

As a result, he completely missed the catastrophe that befell Pity and her driver even before their limousine managed to pass the first intersection.

Stopped at the red light, the wanly beautiful young woman named Pity sat in silence, her expression as blank as any canvas yet to enjoy its first stroke of the brush. She might have been a porcelain doll or a helpless catatonic, or just an unhappy human being lost in thoughts that she'd never been permitted to share. But she revealed nothing. Her training required no less.

The driver, Ivan, glanced at her in the rear-view mirror. "To hell with the old man, dear. If you're thirsty, there's plenty of juice in the bar. Take something. I won't tell."

Pity said nothing. Of course.

Ivan said, "I mean it-She licked her lips, but made no move to accept his offer. She knew the man who owned her. He'd be able to tell."

Ivan muttered a disgusted curse under his breath.

And then, catastrophe.

The driver's side window shattered, spraying him with broken glass. He gasped, and turned reflexively toward the source of the disturbance, already reaching beneath his uniform for the Glock in his shoulder holster. Before he could reach it, a leather-gloved hand at the end of a leather-jacketed arm reached in through the shattered window and grabbed hold of his wrist.

With her speed and reaction time, Pity would have already made it to the front seat to defend him were it not for the need to counter a secondary attack being aimed at her. She had spotted it immediately. A hulking, burly figure of a man, wearing a long rain slicker over what appeared to be several layers of indifferently-laundered gray sweatshirts was winding up to assault the passenger door window with a sledgehammer still dropping from concealment into his hands. The man, whose scalp had recently been shaved with far more care than his spottily bristled jawline, had the kind of physique that testified to many years of obsessive training in prison exercise yards. He shouted something obscene as he raised the sledgehammer high above his head and brought it hurtling downward toward Pity's window.

Pity fell back against the seat and kicked the door with both feet. For the door, it was a lot like being hit by a speeding Mack truck that had somehow, impossibly, materialized inside the car. It snapped its hinges and slammed into the man with the sledgehammer with an impact that dwarfed anything

his chosen weapon might have done. It flung the sledgehammer from his grasp, lifted him off his feet, and slammed him against a nearby parked car with a force that must have left him with splinters instead of ribs.

Pity would have gone to Ivan's aid then, but that's when the tertiary attack shattered the rear window. A shooter, somewhere behind her. The car was a death trap. She curled up, somersaulted out the space where the door had recently been, and landed on her feet in time to devote exactly one eighth of one second to determining the nature of the attack. Assassins, sent by one of the Gentleman's many enemies? Some kind of arrest attempt by this city's law-enforcement community? Something even stranger?

She filtered out the screams of the terrified and the thrill-seeking stares of the curious and even the awestruck smiles of the entertained.

In an instant she had succeeded in reducing the situation to the tactically relevant.

Four young men. One already down, thanks to the flying door. Another reloading a pair of automatics, approaching the limo from behind. One at the driver's-side door, wrestling with Ivan for control of the Glock. Another on the sidewalk on the opposite side of the car, firing wildly over the top of the limo.

Superficially, the attack might have been mistaken for being well organized. Four shooters attacking the limo from four sides, at angles that avoided taking each other. But the attack on Ivan's window had taken place a couple of seconds too early, the attack on the rear window a couple of seconds too late, and the attack from the limo's right was already revealing itself as pathetically sloppy. It attempted to manage in sheer number of rounds expended what simple good marksmanship and a single bullet might have accomplished far less riskily. There wasn't a single one of the attackers who betrayed any professional experience whatsoever.

Her mind still racing so quickly that the three remaining attackers might not have been aware of any pause for tactical analysis, Pity arrived at an aghast, dumbfounded hypothesis that explained everything. -

Namely:

They were idiots.

Simple, common, everyday, sloppy, criminal idiots.

Carjackers. They'd gotten wind of the old guy making all the major jewel buys and decided to take him down. They'd followed him to Yeganeh's and waited outside, in the hopes of a quick smash and grab.

Their success in following Pity when she happened to be carrying millions in jewelry testified to the surface effectiveness of their plan. This, however, was more than amply offset by their apparent belief that the unimposing Pity would be an easy target.

All that Pity understood in one-eighth of one second.

Then she moved. Another shot whizzed by over her head, shattering the window of another diamond merchant across the street. She leaped to the side of the young man she'd bowled over with the car door. The door lay beside him on the street, considerably dented by her kick. She used a toe to flip it upward into her waiting hands, then whirled and flung it, Frisbee-like, over the top of the limousine, to take out the idiot firing at her from that vantage point. It hit him in the face and immediately removed him from the equation.

Even as she did that, Ivan managed to clear his own weapon long enough to gut-shoot the young man who had been wrestling for its control. That young man stumbled backward, his arms and legs flailing. Pity glanced at Ivan to see if he was all right, and saw at once that he was not. He might have had enough strength to win the battle for the Glock, but at least one of the wild rounds fired through the rear window had found its home in him. He didn't have much of a jaw left... and from the way he was starting to slump, not much of a future, either.

Pity whirled toward the last of the four assailants, the one whose bullets had claimed Ivan. That young man, the skinniest and most red-eyed of the lot, had clearly needed pharmaceutical aid to get him through what had probably been intended as a cakewalk shoot-and-grab. He was still approaching at a gallop, firing madly. Though he was too committed to the attack, he also possessed the look of a foe who sees the general trend of battle and desperately wants a graceful way to back down.

It cost Pity a heartbeat's effort to leap to his side, seize him by both wrists, force him to drop his guns, dislocate both his arms, then spin him

around and slam him face-first into the roof of the limousine with a force that must have left him with a mouthful of loose teeth.

As he slid to the pavement, Pity heard shouts behind her. She whirled, and spotted a slightly-built young uniformed cop, of the sort that cultivates a handlebar moustache to avoid the look of a teenager playing dress up. The cop leveled his service revolver, not at the would-be robbers, but at Pity, as he ordered her to freeze. He even used her name, thus establishing that he paid attention to departmental briefings. The street behind him was filled with horrified pedestrians torn between the need to see the show and the common sense urge to hit the deck before more bullets flew. At least six people in earshot, eager to demonstrate their own levelheadedness in a crisis, were already shouting helpful advice to call 911.

Pity calculated the odds of crossing the distance between herself and the cop before he managed to fire. He wouldn't hesitate to fire, of course. She was, after all, a known member of a prominent paranormal terrorist group, and any sudden moves on her part would have to be taken as an attack. But even assuming extraordinary reflexes and perfect aim, his chances of taking her down were minimal. She could have him flat on his back, and if desired, dead, even before his trigger finger could receive firing orders from his brain.

Her conditioning required her to give the option serious consideration.

Maybe it was her awareness that he was just an innocent doing his job that stayed her hand. Maybe the impulse that spared him came from that small part of herself that the Gentleman had never been able to reach. Maybe she was just restoring the Mission to its proper place in her list of priorities. Either way, she fired herself like an arrow from a bow, not at the hapless cop, but into the back seat of the limousine. Hurtling through the interior in an eyeblink and flying out the shattered window on the opposite side without being eviscerated by the shards of razor-sharp glass still intact in the door, she now carried with her the Gentleman's suitcase, which she was required to value more than her own life. By that time the Darkness she'd harbored for most of her existence was already fanning out to swallow everything within a one-block radius, rendering both the witnesses, and any would-be pursuers, effectively blind.

All around her, lost in the sudden blackness, civilians and other onlookers shrieked in terror. She heard a few scattered voices appealing for calm, but there weren't many of them, and most of those weren't very persuasive.

Five seconds and there'd be a full-fledged panic. Probably fatalities to go with it. The Gentleman might have liked that. But Pity always lived up to her name on those occasions when she was permitted enough personal discretion to do so. She lifted the darkness after only two seconds. By then she was four stories up and still climbing, the special adhesive abilities of her hands and feet providing a purchase that even Spider-Man himself might have envied.

Down below in the street, some of the onlookers were already pointing at her. It was a sign that maybe she should have let the darkness cover them a little bit longer. She didn't allow the recriminations to concern her. She just flipped herself over the rooftop overhang, landed on her feet up above, hesitated just long enough to register a set of distant sirens, and began racing uptown over the rooftops.

She needed to find a subway entrance. If she could find a subway entrance she could make her way back to the townhouse underground. It would mean not bringing the jewels to the Gentleman's vault as ordered, but at least the jewels themselves would be safe.

In terms of the Gentleman's wrath, that was a major difference.

She would be punished, but not as cruelly as she could be.

As she leaped a crosstown street to land on the roof of another building on the other side, less than two minutes had passed since the carjackers had attacked.

Pity had no way of knowing this, of course, but it was at this point, across town at the *Daily Bugle* building, that Peter Parker was being briefed by Editor in Chief Joe Robertson. He would be leaping out a lower floor window as Spider-Man in less than ninety seconds. She would have plenty to occupy her before he showed up. But their confrontation was now inevitable.

Pity was six blocks uptown, following an unpredictable zigzag route across the rooftops that slowed her progress but prevented any of the

authorities from getting a fix on her destination, by the time the sirens began to close in all around her. New York's Finest, tried vainly to box her in by dispatching squad cars from several directions at once. This did not particularly concern her. The cars were stuck at ground level, and limited by the streets themselves to gridlike patterns of movement; it took them far longer to get into position than it took her to alter course and render their best maneuvers irrelevant. She would by necessity slow down as soon as she entered a neighborhood with taller buildings, but they actually presented an advantage in that they gave her places to hide and more options for movement if the pursuit succeeded impossibly in forcing her inside.

That would also not be a disaster. A sufficiently tall building was a lot like a small town stretched out vertically; it provided a perfect battleground in that it presented thousands of opportunities for concealment and almost as many places to confront the enemy on her own terms. A single undistinguished New York street cop had demonstrated the principle quite effectively during a terrorist crisis in Los Angeles just a few years ago. Spider-Man had done much the same with the *Daily Bugle* building one week ago. Pity wasn't worried about her chances if it came to that. But it wasn't the most efficient way of managing an escape. She reserved the option for use as a last resort.

Seven blocks uptown she experienced serious opposition for the first time, as a hail of bullets drew a line across the blacktop expanse in her path.

It had not been meant to hit her. She darted out of their way anyway, somersaulting to the top of a rooftop utility shed to face the NYPD helicopter that had just swooped down to place her within sharpshooting range.

The copter must have been already in the air and close enough for an intercept order. It was another stroke of awful luck. Regardless, the NYPD sniper in the open hatchway three stories above her had her in his sights.

"Attention!" an amplified voice blared. "The young woman on the rooftop! We know who you are and have been authorized to use all force necessary to stop you! Lie face-down on the roof and you will not be harmed!"

To Pity, the sniper's position was like any other open doorway within leaping distance.

At her bidding, the day vanished, replaced by one moment of perfect darkness.

When light returned, only one second later, Pity stood beside the astonished sniper in the helicopter's hatchway. She yanked the rifle from, his hands with a force that fractured his trigger finger, and rammed the butt into his belly. The impact snapped the harness that held him in place and sent him hurtling to the rear of the cabin. He hit the bulkhead with a thud, and slid to the floor, moaning. Pity snapped his rifle in two over her knee, retrieved the Gentleman's suitcase from the open compartment where she'd just stashed it, and turned her attention to the pilot.

In that, she turned out to be a fraction of a second too late, because the pilot had already decided that his own survival depended on jettisoning her at any cost.

She was out the hatch before she realized that he had hanked hard to the left. She did not scream or release the Gentleman's suitcase. She just flipped in midair and seized the landing ski with her free hand. Even as the jolt of the sudden stop reverberated down her spine, the broken rifle tumbled past her, closely followed by the semiconscious sniper himself, who was just awake enough to display vague concern at his impending three-story fall toward the nearest solid surface.

Without letting go of the landing ski she swung out, hooked her legs around his midsection, and seized him with a grip that cracked two of his ribs.

The pilot must have realized the depth of his tactical error then, because the chopper immediately leveled out and hovered. The pilot shouted something Pity could not make out over the rotors, but which were probably words to this effect: "Charlie! Charlie! Ohmigod I dropped Charlie—"

The chopper began to descend.

Two stories above the rooftop.

Then one.

Pity released the landing ski and dropped. She somersaulted on the way down, positioning her injured captive above her so she could take the brunt of the impact on her own back. She tossed him away with a kick; he rolled two or three times before coming to rest against a filthy expanse of graffiti-laden brick.

The chopper above her stopped descending, its pilot instead electing to hover in place as he scanned the rooftop for the two broken bodies he expected to find.

Pity grimaced. Enough was enough, already.

The helicopter vanished, replaced by a sphere of solid darkness floating in midair.

She banished the darkness, and allowed the helicopter to appear again.

Pity strobed the lights three or four times before the slow-thinking chopper pilot finally understood her message. She could render him blind at a moment's notice. She could do this above Manhattan, the greatest aerial obstacle course in the world. If she willed it, he wouldn't be able to see his instruments, or the view out the windshield, or the great glass edifices looming on all sides. She could leave him helpless to avoid the kind of collision capable of turning his mighty flying machine into a ball of roiling flame and shattered metal, plunging like a bomb onto streets clogged with screaming innocents.

She would do it, if he forced her. Her conditioning guaranteed it.

She was Pity. Nobody knew what she was like inside because she had always been what somebody else demanded her to be. Nobody knew the kind of things she would or wouldn't do if ever allowed a choice.

But she was still giving him a chance she'd *never* known. The opportunity to fly away. And the next time she banished the darkness, he took that chance. The chopper turned and retreated, gaining altitude as quickly as it could.

That was the last helicopter they'd send after her.

Sparing one glance at the injured sniper—he was wideawake now, and staring at her—she grabbed the now severely-scuffed suitcase, spun around once to regain her bearings, then sprinted toward the edge of the roof. One

easy leap later she was over the cross street and on the rooftop of the opposite four-story building. The sirens still sounded in the streets below, but they might have been worlds away. They couldn't stop her. Nothing could stop her from returning to the Gentleman's side.

Nothing, that is... except just possibly the familiar figure in the red-and-blue bodysuit who chose that moment to drop into her path.

For Spider-Man, who had broken several personal speed records just getting here, the chopper's intervention had proven a godsend. Not only had it delayed Pity the few precious seconds he needed to catch up with her, but it had also prompted her to unwittingly signal her position in a manner so clear that he would have had to be blind himself to miss her. He had spotted the first fleeting use of her darkness-inducing powers when he was still five crosstown blocks away. He had arrived in time to witness the last of her successful bid to force the chopper's retreat.

He couldn't reconcile the "shooting" Robertson had reported with her apparent avoidance of killing, nor could he understand why the newest member of the Sinister Six suddenly seemed to be working a solo act.

He only knew this was his first chance to get some real answers.

Using his web-shooters to spin a net in her path, he said, "Hey, hasty, hasty, hasty! Where are you off to in such a rush, when you and I have so much to talk about?"

Pity said nothing. Of course.

She just dropped the suitcase, leaped over his net, landed beside Spider-Man, and aimed a deadly roundhouse kick to his jaw.

Spider-Man deflected the kick with a forearm, whirled, and aimed a disabling punch at her solar plexus, which she deflected just as easily.

Their arms and legs became blurs as they pummeled each other with more punches and kicks, none of which landed solidly enough to put either Pity or Spider-Man down. Vicious as the attacks seemed, they were just exploratory actions, on the part of combatants who knew they were too evenly matched to risk a poorly-planned offensive.

Less than a minute into the battle, Spider-Man retreated twenty feet in a single leap. "We don't have to do this!" he shouted. "I saw the way you

saved that sniper! And I saw the way you drove off that chopper without resorting to deadly force! It underlined something I've known about you since we fought on the *Daily Bugle* roof—that you don't really want to be doing this! This is not the kind of person you are!"

Pity's response was as smooth as a raindrop flowing down a windowpane. She spun and roundhouse-kicked a chimney, shattering it and assaulting the wall-crawler with a hailstorm of brick shrapnel. In a blur of movement, he managed to dodge the deadlier missiles, but what got through hit hard enough to tear right through his costume and, in some places, his skin. He ignored the pain and leaped at her, all his concentration devoted to finding some words capable of reaching her. As he grabbed her by the wrists and drove her back toward the web-net he'd spun before, he cried: "You don't have to let that old man control you like this! Whatever hold he has on you—you can still fight him! I'll help you!"

Pity drove a knee into his belly, knocking the breath out of him and loosening his grip on her wrists. Wrenching free, she did not take advantage of the opportunity to press her attack. Instead, she backed off, feinted a kick that he easily dodged, and curled into a defensive crouch.

They circled each other warily: two of the most dangerous combatants in the world sensing in each other dangers that went beyond strength, beyond speed, and beyond cunning.

This was personal.

Spider-Man knew it. And he could tell she knew it too.

But just how much did she know? How much of what he saw in her eyes was based on things the Gentleman had told her? And how much was just reaction to the sympathy Spider-Man offered? He couldn't tell. But he had to press the advantage: "Please. I can't tell you why I'm taking such a personal interest in this—but I do want to help you. You just have to trust me. Please."

She might have hesitated. Maybe.

Then the darkness erupted. It swallowed the rooftop and everything on it, Spider-Man included. In the fraction of a second he needed to recover, his spider-sense screamed. He dove for safety just in time to evade the worst of the deadly blow aimed at his head. It grazed his jaw lightly, which

was just bad enough to feel like the strongest jab ever thrown by the world's strongest heavyweight boxer. While still in mid-dive, and still reeling too badly to enjoy full guidance by his spider-sense, he gave everything he had to a single blind kick, and felt absolutely no sense of triumph when he succeeded in batting Pity aside.

The darkness receded like tendrils of India ink intent on returning to their temporary home in the jar.

Pity stood twenty feet away, the leather suitcase clutched in her right hand. She did not move at first, but instead faced Spider-Man across the gulf that separated them, her eyes a well of unknown thoughts.

Spider-Man said: "Please. Trust me."

The moment lasted forever.

And then Pity turned tail and bolted, racing along the three-foot-high brick barrier that marked the edge of the rooftop.

Spider-Man went after her.

He was aware of the shouts rising from street level where onlookers must have been gathering for several minutes now. There was always a crowd hoping to see something cool whenever he had one of his fight scenes in public. He could hear some cheering him on, and others cheering Pity. There must have been dozens, all in all. He didn't care. His heart was pounding, even though the mere exertion of the fight wouldn't have even left him winded.

He didn't want to fight her.

Not if she was really his—

—or even if she wasn't—

Pity whirled and aimed a kick at his midsection. He backed up, dodging it. She advanced on him, furious now, hurling one kick after another, driving him back.

Cheers from down below.

Why not? They were probably *Bugle* readers.

More punches and kicks on the edge of a four-story drop. More appeals to her alleged longing for freedom from the Gentleman. More blank stares easy to misinterpret as wistful reaction. The battle between them stretched

out like an epic poem, the stanzas marked by momentary shifts in the balance of power between combatants. Neither Pity nor Spider-Man made any real progress in defeating the other. It was an endless, interminable status quo that may have encompassed as many as three hundred attacks and defenses in the space of a minute. If anybody was ahead on points it was Pity, since she held her own despite a noticeable handicap; the one hand dedicated to guarding the Gentleman's suitcase from harm.

And then Spider-Man experienced that familiar, blessed moment of calm epiphany, common to so many of his battles when he suddenly knew exactly what he needed to do.

In this case, he feinted, dodged, and grabbed the briefcase himself. "Give me that!"

Pity clutched the corner of the briefcase with her other hand.

Spider-Man tightened his other grip. "No way, lady! If this is important to that old fossil—I am not letting him have it!"

They struggled.

It didn't last long.

They were two of the most powerful human beings on the face of the planet, and they were playing tug-of-war with a creation of leather, cardboard, steel ribbing, and doth.

The inevitable happened.

The briefcase ripped in half.

Spider-Man stumbled backward one way, holding one half; Pity stumbled backward the other way, holding what was left. It spoke well of their mutual senses of balance that neither of them tumbled off the edge of the roof. The jewels purchased from Sabi Yeganeh, on the other hand, did not enjoy the benefit of any personal input into the degree of their capitulation to the dictates of gravity. They fanned out into the open air, a sparkling rainbow of color capturing the indifferent light of the winter sun. And then they fell. Some clattered on the roof, but most descended like precious manna into the hands of the onlookers below, who needed only a second to register the value of the gifts tumbling from the sky before they fell to their knees, clutching and grabbing and fighting for fistfuls of

treasure. The few police officers on the scene waded into the crowd attempting to stop the feeding frenzy—but even as they pulled some of the greedier folks from the mob, others content with smaller jackpots were already fleeing down the street, giggling with acquisitive glee.

In other circumstances Spider-Man could have beaten most of those jewels to the street and used his webbing to contain the crowd so nobody got away with booty... but he was too busy defending himself from Pity, who had just become a whirlwind of rage. One look at her eyes and he knew that she wished she was capable of cursing him out loud. It was the kind of anger that only comes from fear and despair and self-loathing, and it gave her next flurry of punches and kicks a fury that rendered them several orders of magnitude more deadly than anything she had ever demonstrated before. He blocked two dozen punches before an unbearably savage kick landed in his kidney, doubling him over with pain. The next blow hurled him against what was left of the shattered chimney and left him moaning, unable to defend himself against whatever she chose to do next.

“I’m sorry,” he said, meaning it. It was not an apology for trying to stop her, or even for losing her treasure. It was regret for the price they both knew her master would exact from her. “You... can’t go back to the Gentleman... now. Surrender... I want to help...”

In her wan eyes he thought he detected a glimmer of tears.

Then the darkness descended like a curtain, shrouding the rooftop and everything on it.

It only lasted for a heartbeat or two.

But when the light shone again, and Spider-Man was once again on his feet, Pity was gone—no doubt well on her way to finding out just how enraged the Gentleman was going to be.

The webslinger did not curse often. He was too glib for that. He had far more clever ways of expressing himself.

But today, there was only reaction that occurred to him.

“Damn...”



Chapter Six



The slap was witnessed by men who had long since forfeited their right to moral indignation—who had in fact spent their own afternoon committing atrocities against innocents.

But it still echoed through the room like a thunderclap.

“You worthless, incompetent trash!” the Gentleman cried, the second time he backhanded Pity across the jaw. “Do you have any idea how much you’ve cost me?”

Everybody gathered in the living room of the townhouse (a group that, in addition to Pity and the Gentleman, also included the recently-returned Dillon, Beck, Toomes and Octavius) understood that Pity could have dodged the blows. To a young woman capable of trading lightning-fast, super strong punches with Spider-Man, the slaps of an old man must have seemed to move at the speed of a slow walk and arrive with the force of a spring rain. The blows couldn’t have hurt. Not physically. But from the way Pity shuddered at each moment of impact, the pain ripped into her soul.

“I’ve been easy on you so far!” the Gentleman raged. “I’ve allowed you comforts! Privileges! Well, no more! From this moment on, until you have earned back everything you’ve just cost me, you will live a life of brutal deprivation unlike any even you have ever known! Do you hear me? Do you?”

When she failed to answer (a foregone conclusion, of course), the Gentleman snarled and drew back his hand for another blow.

Every once in a while time itself seems to stop dead, reducing the world to a snapshot of itself. In that instant Pity stood cringing before this old man she could have ripped in half. Dillon stood paralyzed with sympathetic pain,

unaware of the lightning that sparked between his fingers. Beck took a single step, his usually grim features twisted in an expression of less righteous anger than aesthetic disgust. And Octavius cocked his head as he gauged the best way to play this situation to his advantage. In that instant, the cultured demeanor the Gentleman had utilized to put a civilized face on a career of mercantile savagery slipped, revealing his true nature. He was not a dispassionate investor in chaos. It was not just a business for him. He was a creature driven by a hatred so deep and all-encompassing that no financial setback or personal grudge could have possibly given birth to all of it.

He would have sowed his chaos whether it made him money or not.

He took pleasure in it.

It was what he was.

The gathered members of the Sinister Six all recognized him in that instant.

And because even monsters can be horrified by other monsters, Max Dillon (himself a criminal, terrorist, and mass murderer) raised a hand glowing with enough energy to incinerate the abomination where he stood.

The Gentleman might have died, then.

He didn't, only because by then another hand had already intervened.

Toomes shouted: "Leave her alone!"

If the Gentleman experienced any discomfort from the Vulture's bone-crushing grip around his wrist, he did not show it. "Take your hand off of me."

"I intend to," Toomes said, his voice commanding the room. "As long as you understand that my partners and I will stop you from ever abusing this poor girl again."

The Gentleman might have been expected to respond with anger, defiance, and even fear. Nobody among them expected incredulous, superior laughter. "Compassion, Adrian? I saw on TV how you murdered a young woman the same age today. Dropped her from a thousand feet up, I hear. How can you possibly perform an act like that and still object to a mere matter of corporal punishment?"

Toomes was less than devastated. “The people I killed today were nothing to me. I will lose no sleep over them. But Pity is one of us now. And the Sinister Six,” he said, casting a contemptuous glare at Octavius, in a clear reference to past grudges, “with a few... notable exceptions, *usually* look after their own.”

Octavius, who might have been expected to take umbrage at this, merely kept his own council as he gauged every aspect of the new group dynamic that was starting to form.

Beck, who had removed his fishbowl helmet but still wore the rest of his elaborate costume, glided across the room without seeming to take a step. His flu, if flu it was, had drawn gray circles beneath his eyes, and there was an uncertainty in the way he moved, but nobody would have ever mistaken him for anything but a dangerous man. He addressed the Gentleman, his demeanor outwardly calm but bearing a dangerous undercurrent of contempt. “I am not, by life preference, as constitutionally solicitous toward the ladies as Adrian. But I’m afraid I’m with him on this, old man. Your treatment of our new partner has been getting on all of our nerves. We say... enough.”

The Gentleman acknowledged that with an unconcerned nod, then seemed to notice the crackling form of Max Dillon for the first time. “And you, my friend? Among all these other chivalrous defenders why has your own voice been conspicuously absent? After all, you’re the one who’s fallen in love with her.”

Both Beck and Toomes seemed startled by this. Octavius merely nodded with the superior grin of a keen observer who had suspected all along. Pity, who had endured the struggle for her future with blank, expressionless eyes, did not react at all. Dillon, outraged to have the secret trumpeted before the others, snarled and marched across the room, a cascade of sizzling energy erupting from his eyes. “You say another word about that, you unbelievable slime, and I will charbroil you so fast your head will spin!”

“A fine, if illiterately mixed, metaphor,” the Gentleman sniffed. “And really, Max, you have precious little ground for pretensions of moral superiority, since you are also the one who bartered his participation in this

little enterprise for future—shall we say, ‘ownership’—of his coveted lady fair.”

This was a second thunderbolt, affecting everybody in the room except for Pity and the Gentleman. Toomes reacted with outright dismay: “Max! You didn’t—”

Dillon found himself appealing to one disapproving face after another. “Oh, come on! It’s not like that!”

The Gentleman raised an eyebrow. “Isn’t it?”

“He’s twisting it around!” Dillon cried, with the desperation of a man unmasked. “I wasn’t going to... like, give her orders to like me or anything! I just wanted to... you know... get her away from him! Anything after that would have been up to her! Come on, guys! You know me!”

The moment of silence stretched.

The Gentleman sniffed. “Indeed. And that is the very rub, Max. They know you as well as they know themselves. And they know all too well the fine line that, for men of your criminal persuasion, separates dearly coveting something... from using all the power in your possession to possess it.” His smile was understanding, even compassionate, but as deadly as the gaping maw of the great white. “What about you, Max? Think of all the foul depths you’ve plumbed in the last few years... all the casual brutalities that have become as natural to your existence as the very air you breathe. Could you have ever believed you were capable of such crimes? Can you honestly be certain that once I do hand you total command over our little obedient flower that all the decisions you make for her from that moment on will reflect what she really wants, and not what you would personally prefer her to want? Can you look us all in the eyes and swear that you would not indulge your hungers by taking, shall we say... indecent liberties?”

Dillon’s voice was filled with torment and self-justification. “I only want her to be happy.”

“I’m certain that’s what you tell yourself. Just as I am certain that you’ve already formulated vivid fantasies about what that happiness entails.”

“You can’t—”

“Please.” The Gentleman glanced at Toomes, who still held him by the wrist after all this time, and spoke again, this time in a considerably milder, but still imperious tone. “You may release me now, Adrian. I promise to turn the agenda back to our... mutual interests.”

Toomes released the Gentleman with obvious distaste. “You are a very revolting man, sir.”

“I thought I was talented at mind games,” Beck concurred. “But you—”

“I have had many decades to perfect my interpersonal skills. But I thank you for the compliment, Mr. Beck. "A brandy, my dear." As Pity scurried off to fetch the drink, the Gentleman’s eyes scanned the room. “Where is our Russian comrade? Smerdyakov?”

“He didn’t want to come back with us,” Beck said. “He mentioned that he had some personal business to attend to.”

The Gentleman looked distinctively unhappy. “Indeed. He will not be pleased when his absence costs him the million-dollar bonus I will be providing each of you at the end of this meeting.”

Beck said, “You still owe us five million apiece at the end of the operation—”

“Yes, yes. These bonuses are in addition to that. Something to keep you interested, and provide compensation for bearing with an old man’s whims for so long.” He glanced at Octavius. “Have you found a safe place to hide the Olition Generator?”

Octavius said, “It’s somewhere in the Manhattan underground. I am not telling you where.”

“That is fine. I know you still believe I intend to betray you somehow. But as long as you can put your tentacles on the device when we need it, then I am honestly not interested in where you choose to stow it in the meantime.”

Toomes said, “Are we going to find out what this is all about now?”

“Most of it,” the Gentleman said. “What I reveal now shall provide you all a clear picture of the goal we have been seeking all this time. As I stated before, I intend to retain one major component of the plan that I shall have to complete myself, as a way of ensuring my own indispensability. But

aside from that, what I reveal now should be enough to persuade you that my grandiose promises have not been understatements.” “We’re listening,” Beck said. “And it had better be good.” “Indeed,” Toomes muttered. “At this point I think we’re all looking for a reason to be disappointed in you.”

The Gentleman chuckled. “If you think it’s ‘Good’, in the dictionary sense of the term, then you haven’t been paying attentions. It’s downright Evil. I—” He smiled as Pity returned with his brandy. “Ah. Thank you, my dear. It doesn’t excuse your earlier incompetence, of course, but it will serve to calm an old man’s frazzled nerves.”

“Your plan!” Octavius snarled. “I am tired of waiting!” “One moment more,” the Gentleman said, as he took a sip. “Ahhhh. Marvelous.” He placed the goblet on the mantelpiece, and faced each of his minions in turn: “It is a very brilliant plan, if I do say so myself. I wish I could also report that it was entirely original, but I’m afraid it is not. Although the specifics have been updated in light of current technology, and the strategy is all my personal invention, the essential philosophy behind our operation comes courtesy of my late business associate Auric, who rather explosively departed this veil of tears several years ago. Auric was the one who reminded me that the gross physical manifestations of wealth—gold, jewelry, and precious art, for instance—are not, in and of themselves, valuable at all. It’s our perception of that value, and the world’s willingness to agree upon that perception, that transforms such things from inanimate baubles to the machinery capable of moving the world.” He puffed on his cigar, and said, “We, my friends, are going to attack that perception itself.”

While the Gentleman was revealing the next part of his plan, a grim Peter Parker sat on his couch watching the coverage of the Rand-Meachum massacre on the local evening news.

Forty-three people, most of them security forces or lab personnel, had died during the Sinister Six attack. There were also dozens of wounded, some of whom were not expected to survive. The footage of the bloody and maimed being carried out on stretchers, while the unhurt but traumatized stumbled around in shock, made the scene look like a quick tour of hell. Daniel Rand, the company’s CEO, appeared via satellite to deplore the carnage and promise the company’s full support in obtaining all the wounded the medical attention they required. Connie Chung offered the

not-very-startling opinion that the technology the Sinister Six had stolen, whatever it was, spelled bad news if those monsters had wanted it.

Over a commercial break, Peter Parker mumbled: “It figures. Two battles going on simultaneously, and I show up at the wrong one. Forty-three dead...”

A much-recovered Mary Jane, who had been paying more attention to her husband than the TV screen, sighed: “We’ve been through this before, Tiger. You can’t take responsibility for everything that happens. Especially if it was something that happened miles away, that you had no way of knowing about. It was totally out of your control.”

“It wasn’t out of my control, Red. If I’d been any more on the ball last week I might have been able to catch them before they did this.”

“This song is getting old,” Mary Jane said, with open irritation. “I lived through the last couple of weeks too, remember? Between the people you saved at Brick Johnson’s funeral and the people you saved at that Broadway play and the people you saved on my movie set and the people you saved at the Brooklyn Bridge and the people you saved at the *Daily Bugle*, among other places, we’re well into four figures, already. Honestly, Tiger—I don’t want to make light of what happened to all those poor folks at Rand-Meachum, but don’t you think it’s time you started to give yourself a little credit for all the good you’ve done?”

“It won’t bring them back,” Peter said.

“No, it won’t. And neither will continuing to torture Yourself. If you must dwell on this—and I’ve been married to you long enough to know that you will—please remember that these are the kind of crimes the Sinister Six would have been committing every day of their lives, without interruption, if you hadn’t always been there to stop them. You keep this from being worse.” She studied him for a few moments, and said: “But of course you knew all that already, didn’t you?”

He nodded. “Uh huh.”

“It’s just hard to make your heart listen to your head.”

He squeezed her hand. “Yeah.”

“Tough. This time, make your head speak louder.”

The commercial break over, the newscasts turned to a related story, a recap of the violent events in the Diamond District. That incident was minor by contrast. There had been only one fatality on the scene, the limousine driver shot by the would-be carjackers. There had, however, been several injuries, including the carjackers themselves, who were all in serious-to-critical condition, and a young bicycle messenger who was expected to recover after collecting a stray bullet in the thigh. The SWAT sniper who'd fallen from the helicopter had broken several ribs and two of his fingers, but he was also expected to enjoy a full recovery. He was, in fact, vocal (if visibly confused) about how he owed his life to the actions of the young woman he'd been trying to cut down. The public feeding frenzy over the spilled jewels had also led to some bruises and contusions, not to mention one bite, but nothing life-threatening. In light of the far more serious carnage at Rand-Meachum, and the discovery that the jewels now appeared to have been purchased legitimately with real money, the on-air reporter wondered whether Pity's actions could possibly be excused as self-defense.

NYPD's Detective Briscoe, giving the cameras a soundbite, rejected that notion. "This woman's partners killed dozens of people today. They endangered hundreds more only a week ago. It's up to the DA, of course, but as far as I'm concerned she's a full accessory to everything they've done."

The reporter asked about the restraint she'd showed by saving the sniper.

"Restraint," Briscoe repeated, rolling his eyes. "Two of the carjackers have fractured skulls. The one she hit with the car door has brain swelling. There was definitely some element of self-defense involved here, but she still defended herself with excessive force. I'm not sure you could hand her any medals for restraint."

The news then segued to an update on the status of the jewels spilled onto the street at the climax of Pity's battle with Spider-Man. Police officers on the scene had acted quickly enough to break up the onlooker feeding frenzy, but an estimated forty percent of the jewels were still missing and not expected to be recovered. A lot of people would be visiting pawnshops tonight. The Czarina's Necklace, which was among the recovered items, had entered the custody of the NYPD Evidence Lockup.

As the newscast moved on to coverage of the major blizzard set to hit Manhattan within the next twenty-four hours, Peter turned off the TV with a touch of the remote.

After a while he said: “I forgot to tell you before. I contacted Doug Deeley, the SAFE guy, by phone after I heard about Rand-Meachum. He told me that Colonel Morgan’s going to be holding one of his infamous midnight meetings up in the Helicarrier— that they’re working a lead on what the Gentleman might be up to. I promised to be there. He’ll be giving me a lift from the Manhattan-side tower of the Brooklyn Bridge, a quarter to midnight. I don’t know how long it’s going to run.”

“You ought to get some sleep before you go,” Mary Jane said. “A midnight meeting, with who knows what on your plate tomorrow...”

He shrugged. “Maybe. If I can sleep. Are you going to be okay with me being out of touch for a couple of days?”

“I’ll worry. You know that. I always worry. But I know it’s important.”

“I really hate leaving you alone,” he said. “Every time.”

“I’m okay with it as long as the reunions are sweet,” she said.

“I know. But still.”

“Well, maybe this time I’ll go stay with Jill Stacy in Manhattan for a couple of days. After all, I’m still involved in setting up my acting workshop at ESU, and the way the weather’s turning, it’ll sure help with the commute.” She studied him closely, and said: “But we’re still not talking about what’s really bothering you, are we? This Pity business?”

“Of course. But not for the reason you think.” He sighed and took both of her hands in his. “Where to start, where to start...” Then, resigned: “She’s not my sister, Red.”

That was exactly the opposite of what she’d expected him to say. “She’s not?”

“Nope. At least I’m ninety percent sure she’s not.”

She wondered why she felt more disappointment than relief. “How?”

“I could say it was because we’ve been fooled by frauds and fakes before—and because Mysterio and the Chameleon were involved in some of them—but those have only taught me a certain healthy skepticism. I still

kept an open mind until I could get a closer look at her. What I saw today persuaded me that even if I do have a sister I don't know about, it's almost certainly not her."

"Why not?" Mary Jane asked.

"Genetics." At her blank look, Peter elaborated: "Look, I'm a dead ringer for my father. I also look a little bit like my mother, mostly around my eyes—and I can see echoes of Uncle Ben in my shaving mirror every morning. And that's not unique to this family. Kraven the Hunter Senior and Junior look just like each other. So did Norman and Harry, and little Normie, Osborne. It's a little bit harder to see the resemblance between J. Jonah Jameson and his son John, or for that matter between you and your sister—but it's there to see. You can find it if you look. I might not always pick up on the features if I don't know beforehand, but I can almost always see the resemblance if I've been clued in. Sometimes, when I find out about a family connection I didn't know about, I think, 'Oh Boy, why didn't I see that before?'"

Mary Jane nodded. She knew the feeling. "And Pity?"

"I paid extra-close attention to her during our fight today. I watched her face when I wasn't being forced to watch her hands and feet. And I've been running over my mental snapshots all afternoon."

"No resemblance?"

"None at all," he said, with absolute certainty. "I can't pinpoint a single facial feature that resembles my Mom or Dad or myself at all. Not even if I employ wishful thinking. And when you consider that the only real reason we ever pegged this woman as my missing sister in the first place was the Gentleman's claim to have arranged the deaths of her parents as well as mine—"

Mary Jane colored. "You're right. It's awfully circumstantial."

"Nothing wrong with circumstantial," Peter said. "Most criminal trials hinge on circumstantial. And nothing wrong with coincidental either—our lives are lousy with it. But this is worse. It's thin. Especially since—now that I think of it—the Gentleman has been such a major dirtbag for so many years that he must have arranged the deaths of lots and lots of people. Not just my Mom and Dad. Lots of Moms and Dads. They weren't all related."

She squeezed his hands. “And it doesn’t bother you that you can’t be sure?”

“Sure it does. And I’m still going to continue doing everything I can to find out for sure. But the thing is... what really makes the wondering easier to bear... is knowing that it doesn’t really matter either way. Not where it’s important.”

“It’s not?”

“Uh uh. Because even if she isn’t my sister... she is.”

Mary Jane thought about that for a while, then softened. “Oh, Peter. You’re right. If that monster orphaned both of you—”

“—then our actual blood relationship doesn’t matter,” Peter said. “Even if we don’t have the same mother and father, she and I are still brother and sister by circumstance. We were both hurt by him. She suffered more, of course—I mean, thanks to Uncle Ben and Aunt May I still had a relatively normal childhood until the radioactive spider showed up. But we still have that murdering old creep in common, and that’s a link between us. And besides...” He hesitated.

“There’s also this. I just spent a week thinking that she might be my sister. And even though I’m now pretty sure she’s not, I still intend to be her brother. I don’t want to fight her. I don’t want to hurt her. And I certainly don’t want to think she’s really as bad as the rest of them.”

Mary Jane didn’t either, if only because there were already more than enough people as bad as Octavius and company. She said, “I thought you’d already established that she was acting against her will.”

“That’s what the Gentleman says, anyway. And I don’t know how true it is. The guy hasn’t struck me as being the most trustworthy person in the whole wide world. But it feels true. I look at her and I see a poor soul who’s been chained inside her own head for so long that she can barely even remember what freedom is like.” He shuddered. “It doesn’t make her any less dangerous, or any more an accessory in the eyes of the law. If the brainwashing defense didn’t work for Patty Hearst...”

“Then no jury’s going to want to listen to it in her case, either,” Mary Jane nodded. “Not after everybody her teammates killed. And not after what

happened today. Brainwashed or not, she's definitely in for a rough time when you catch her."

Peter said, "That's true." He hesitated again, long enough for Mary Jane to realize that he had not yet arrived at whatever may have been really bothering him. As bad as all his other concerns may have been, whatever he still held inside was as weighty as everything else still put together. Concerned, she gave him time to put it all into words. And then it came out in a rush: "You know—I keep hoping that what I sense about her is true. I keep thinking about the way she didn't kill any of those carjackers (at least not outright), and the way she saved the cop who fell out of that helicopter... even the way she held back when she had me helpless. She seems to have the... potential... for something better."

"It's been known to happen," Mary Jane said.

"I know. Hawkeye, Quicksilver, the Scarlet Witch, the Black Widow, Hobie Brown, the Falcon, and the Sandman—they all started life on the wrong side. But even that's not the part that really bothers me. Assuming she's as mind-controlled as she seems. Assuming that she's been under the Gentleman's thumb for as long as he says. Assuming that I somehow pull off a major miracle and not only defeat the Sinister Six, but break her conditioning and free her from the living hell she must have been enduring all these years. Assuming *all that*—consider everything she's been through and everything that's been done to her. Consider the kind of effect that can have on a mind that's known that and nothing else for as long as she can remember."

Mary Jane said: "All right. I'm considering it. It's horrible. What's your point?"

His eyes welled with torment and self-doubt. "How do I know that what I'm freeing isn't even worse?"

It was the bottom line, and she saw in his expression just how deeply it had been troubling him.

She wrapped her arms around his shoulders and hugged him tight. "Peter... I've known several Parkers in my life. You. Your Aunt. Ben Reilly. You were all the finest people I've ever known. From what I know of your parents, they were in the same class. If she is your sister, then she

has to have some of that innate decency still flowing through her veins. And if she's not... then maybe she has it anyway. Either—or, maybe it was enough to sustain her, to help her hold on to her soul, throughout whatever that piece of garbage did to her.”

He whispered: “And what if she really is as twisted as they've made her? Or worse?”

She kissed him. “Then at least her crimes will be her own, instead of somebody else's. You'll be taking away her excuse—and giving her every reason to grab hold of something better. You owe that much, at least... to the woman who might as well be your sister.”

Late that night.

The Machiavelli Club. A midtown establishment dedicated to the pursuits of entrepreneurs of a certain grand and criminal vision.

The Gentleman sat in his easy chair in the Club drawing room, in an almost perfect darkness dispelled only by the glowing tip of his last cigar of the day. It was a rare strain of tobacco imported from the far east; his onetime business associate, Casper Gutman, had introduced him to its pleasures. The Gentleman had loved it so much that he'd bought out every grower with access to the strain, simply so he could take it off the market and enjoy its superb qualities for himself. After all, it was not enough to prosper, and enjoy life; to truly triumph, he felt, one must also ensure that one's inferiors lose.

That applied to cornering the market on one's pleasures.

And it applied to making a point of never playing fair with one's associates.

While planning this operation, the Gentleman had never expected to respect the various members of the Sinister Six. They were laughable. They considered themselves master criminals when they were in actuality common thugs, with the aesthetic sophistication and attention spans of common chimpanzees. They qualified as human, by his lights, in a manner that most of the citizens of this fat and decadent country absolutely did not—i.e. they did not shamle through the days and nights of their lives staring slackjawed at the lives their births had provided them. Like the Gentleman himself they seized their destinies with their own hands. But they were still

shortsighted and fumble-fingered and utterly without the vision they needed to sculpt that clay properly. They weren't idiots—except for Dillon, of course—but next to him, they might as well be. He'd entered this association with them already prepared to keep that in perspective.

He had not been prepared for just how distastefully common they actually were.

Omitting the two he'd worked with before (his slave Pity, and his impudent serving-boy Smerdyakov, both of whom were only of use as cannon fodder) they had all been disappointments to him. Toomes was a wretched failure of a man who had lived his entire life without acquiring even one scintilla of sophistication. His eleventh-hour acquisition of power, long after a truly formidable individual would have found some other way to forge empires, had simply permitted him to become a failure on an even greater scale. Beck was an effete degenerate fop whose failed movie-director dreams translated to pretensions of thwarted greatness in an already totally worthless art form. Dillon was, of course, Dillon: an idiot. Nothing else needed to be said about him. And Octavius, the only one among them who the Gentleman had expected to be a worthwhile opponent, was, for all his cunning and vision, just another seething, resentful fat boy who had never grown up.

It didn't make any of them less dangerous. But it did remove some of the glory from the last-minute betrayal he planned.

Smiling, the Gentleman picked up the wolf's-head walking stick that rested against the side of his easy chair. He depressed a hidden latch at the base of the wolf's skull. The wolf's-head flipped back, revealing a pair of buttons connected to the electronics concealed within the staff itself.

The red button was a failsafe against Octavius, the only Sinister Six member that the Gentleman could not confidently dominate by force of superior personality alone. He expected that madman, with his attitudes against authority, to come after him before long. In such an event this failsafe, connected to certain subtle modifications the Gentleman had ordered made to the Doctor's tentacle assembly, would cause said tentacles to turn back upon the very man who wore them, hammering him with enough force to shatter concrete. The betrayal would no doubt ensure

Octavius a very messy death. The Gentleman looked forward to that. Indeed, given the several occasions when the Doctor had presumed to threaten him, he intended to press that button no matter what the contingency.

But not as much as he looked forward to pressing the blue button.

That button was the other half of the reason he'd come to this filthy city.

It was connected to a very nasty explosive device he'd arranged for Pity to hide in the residence of Peter and Mary Jane Parker.

The Gentleman hadn't bothered to tell Pity why he'd provided her such orders. As he hadn't shared his knowledge of Spider-Man's identity with her, the apparently unmotivated vendetta against an unremarkable civilian couple must have confused her. But he'd given her such orders before. She belonged to him. She did not need to understand. She only needed to Do.

Once this adventure was over and done with the Gentleman would arrange for renewed surveillance on the Parker home. It would not be long before he was able to isolate a moment when Spider-Man was out fighting his ridiculous battles, and the Grade-Z Actress was alone at home.

Then he would press the blue button, reducing the house to a crater and the woman to ash.

After that (he chuckled) hunting down the no doubt grief-maddened webslinger would practically qualify as a mercy killing...



Chapter Seven



It doesn't make any kind of logical sense. But even in top-secret paramilitary organizations known for conducting the kind of precisely-timed operations that always begin with the ceremonial synchronization of watches, administrative staff meetings still have a habit of running up to half an hour late.

There is a wide variety of possible explanations for this, ranging from the necessity of pulling people off critical assignments in other locales, to the arrival of last-minute intelligence capable of altering everything on the agenda. It may also be that staff meetings are staff meetings wherever they're held, and require a certain amount of annoying lateness just to qualify as examples of their particular species.

Whatever the reason, SAFE was no exception. Twenty minutes before the midnight meeting on the pending Gentleman/Sinister Six crisis, the organization's commander, Colonel Sean Morgan, sent word that he and his crisis analyst, the quadriplegic Vince Palminetti, would both be arriving late, with fresh updated information regarding this latest danger about to confront the beleaguered city of New York. The meeting itself was still expected to convene on time, with the various participants ordered to work from the data already on-hand, even though everybody knew that Morgan's mysterious updates might trash conclusions made before his arrival.

New York Police Commissioner Wilson Ramos did not take to this news at all well. Like the top cops of other major cities, he worked long hours as a matter of course; but unlike some he knew, he absolutely insisted on regular sleep to keep him reasonably alert and competent. The whole concept of a midnight meeting had struck him as ridiculous from the start; the further delay made it seem even more arbitrary and foolish. As two

SAFE agents escorted him to the conference room, he grumbled, “Why did you people even bother to invite me? You Feds always seize full control of these things anyway.”

Special Agent Joshua Ballard, one of two who had given Ramos the aircar lift from One Police Plaza, said, “You must be mistaking us for the FBI, sir. Colonel Morgan doesn’t want any interagency rivalries here. He wants the NYPD kept in the loop.”

“Not for decision-making,” Ramos muttered. “For equal distribution of blame when things go wrong.”

“I’m sure that was a factor, sir.” This from Ballard’s companion, the perky Midwesterner Matt Gunderson.

“And why couldn’t we have held this meeting somewhere in Manhattan? Did we have to meet in a floating aircraft carrier, for God’s sake? What’s the deal with this place? Couldn’t you just have an office building like ordinary people?”

Ballard bore the look of a man who found dealing with this Commissioner a lot like dealing with any of his three ex-wives. “Office buildings cannot be deployed in situations that require mobility. And we do have state-of-the-art facilities in this complex.”

“Let’s introduce you to the guys and gals,” Gunderson chirped, “and see if we can change your opinion of us.”

Ballard and Gunderson opened the door to a conference room dominated by a long table ringed by straight-backed chairs. There were already five people present, none of them sitting. They included a skinny blonde man wearing a sweater vest and bow tie over a white button-down shirt and gray slacks, a bemused-looking male agent in SAFE’S trademark skintight battle armor, an even-more bemused short Asian woman in the same uniform, and a grim, haggard, red-eyed woman in a shapeless gray sweatsuit. The wild card here was clearly the parchment-skinned, white-haired old man in the corduroy suit jacket and loose-fitting black slacks. Though he looked too frail to stand he still remained on his feet as he addressed the others, all of whom honored him with their most rapt attention. They all turned as Ballard escorted Ramos into the room.

“Sorry to interrupt, people,” Ballard said. “You are now being joined by the New York City Police Commissioner, Mr. Wilson Ramos. Mr. Ramos, you are now joining Dr. Troy Saberstein, SAFE’S stress counselor and advisor on tactical psychology—”

The skinny blonde man nodded. “Hello.” “—the fellow next to him, Agent Clyde Fury—” The bemused-looking man nodded. “An honor, sir.” “—one of our newer recruits, Special Agent Shirlene Annanayo—”

The Asian woman nodded. “Sir.”

“—And, umm, the woman next to her, who I’m afraid I don’t recognize —”

It took the grim, haggard woman in the sweatshirt a second to realize she was being addressed. She looked up and spoke in the kind of voice that established she was in no mood for social niceties. “Dr. Cynthia Monella. Civilian Expert Witness. And tired of sitting around waiting for you people to do something.”

“Um, right. You won’t have to wait much longer, I promise. And the elderly guy, there, is Dr. George Williams, retired from both the Treasury Department and Interpol, who has been acknowledged as the world’s leading authority on the international criminal Gustav Fires, who we’ve come to know as the Gentleman.”

Williams wiped his bifocals with a soft cloth. “A pleasure, Mr. Ramos. I do hope that between SAFE and your own people we can put all of these monsters away before they inflict any more damage on this fair city.”

Ramos had pressing questions for all of them, but the old man intrigued him the most: clearly over ninety, and clearly having difficulty standing, he still projected a formidable will capable of dominating any room. “Just how do you get to be an expert on somebody like the Gentleman?”

“The hard way,” Williams said softly. “I’ve been hunting him for sixty years.”

Ramos, who had never been known for his sense of tact, hesitated two full seconds before expressing his next thought: “You’ll forgive me, sir, if I don’t consider that all that glowing a job recommendation.”

Ballard and the other SAFE agents in the room scowled at this, offended by the slap in the face of a man they had all come to respect, but Williams himself nodded. “You have a very good point, sir. I would have liked to catch him in Casablanca in 1942. And several times afterward.”

“You ever suppose that maybe you simply weren’t doing all that good a job?”

The scowls grew deeper; Ramos was not making any friends in this room. But Williams continued to take no offense. “All the time. But I also take comfort in the knowledge that I was still the only man who persisted in gathering intelligence on this murderous fiend for the more than two decades that the rest of the world preferred to believe him dead. At least now, with the resources of these dedicated young people, the cooperation of your police force, and the good will of providence, I trust that we now have a greater chance of bringing him to justice than ever before. Indeed, the two incidents today, tragic as they were, provide us with a great number of promising new areas for inquiry. No doubt we’ll have a chance to discuss our thoughts on the matter once this meeting convenes.”

Ballard’s communicator went off. He checked it, and said: “That’s Deeley. He’s here checking in our special guest. He’ll be officiating until Morgan and Palminetti show up with their updates. I’ll go meet him. Take care of each other until I get back.”

“You got it,” Fury said. He grabbed a plate off a nearby counter and extended it toward Ramos. “Cookie?”

Ramos stared at the dish covered with moist chocolate chip confectionery. “You have got to be kidding me.”

“Not at all,” said Fury. “I’m a gourmet cook. Specialize in soups, but I also do some baking, now and then. Try one.”

“They’re gooood,” Agent Annanayo confirmed.

“Ya, you betcha,” Gunderson confirmed, with eye-rolling melodrama.

Ramos stared at all three of them. “What kind of secret agents are you?”

“No kind,” said Fury. “Strictly speaking, there are major differences between secret agents, spies, intelligence analysts, and strategic action specialists. SAFE specializes in strategic action for emergencies, not

espionage. Which gives me a lot of time, between missions, to cook.” He grinned. “Don’t act so surprised, sir. Firemen tend to be good cooks, too.”

Ramos remembered the agent’s name. “Fury. You’re not related to—”

“Nope. Never even met the man. Someday, if I get enough commendations, I hope to live long enough to hear somebody else ask him if he’s related to me.”

Ramos took a seat by the others. More agents came in, most of them clad in SAFE’S trademark battle armor: an intense young woman who introduced herself as Agent Donna Piazza, an inappropriately-grinning male agent named Walt Evans; a muscular grey-suited man who introduced himself as SAFE’S FBI Mason Martin Walsh; and four or five others whose names Ramos failed to catch. Then Ballard returned with a tall black man named Doug Deeley, who Ramos had encountered several times in the immediate aftermath of citywide paranormal crises. Deeley’s very job description, as SAFE’S liaison to New York’s extensive super heroic community, virtually guaranteed that Ramos would never like him. Ramos didn’t like either super heroes or feds, because he didn’t like anybody not in the NYPD or the municipal court system who attempted to take an active role in protecting the public safety within the city of New York.

In light of that, the very next person to enter the room after Deeley was downright intolerable. It was Spider-Man, who hopped in, skittered across the ceiling, and settled in on a webline he spun above the center of the conference table. “Hello, bunkies! Sorry I’m late, but you have no idea how hard it is to catch a taxi this time of night!”

Amid the general hellos (some guarded, some warm) Ramos had to raise his voice to make himself heard. “Mr. Deeley, I would like to lodge a formal protest against this... individual... being here. He has no official capacity.”

Spider-Man’s hooded head swiveled to face him. “You never saw me drink a Big Gulp, cuddles. I have a tremendous official capacity.”

The grins on the faces of several of the agents present didn’t improve the commissioner’s mood. “I must insist that you ask this individual to leave.”

Deeley shook his head. “I’m sorry, sir, but Spider-Man’s here today because of his years of experience defeating the various members of the

Sinister Six. He knows more about them than anybody else alive, and his presence here has been sanctioned at the very highest level.”

“I’m not sure that I can be a party to any operation that encourages his involvement.”

“Understood,” Deeley said, with considerable sympathy. “We were all looking forward to your involvement, but we’ll understand if you prefer to leave.”

Ramos could not believe the depth of the insult; given the choice between himself or Spider-Man, SAFE was actually going to select an anonymous, undeputized vigilante outlaw. He almost stood up and marched out of there in a huff... but then he considered the very real threat facing his city, and knew he could not afford to leave. Glaring at the wallcrawler and then at Deeley, he said: “No, I’ll stay. But I want my objections on the record.”

“From the sound of things,” Spider-Man noted, “you want them on the broken record.”

“That’s enough, wallcrawler,” said Deeley. He turned to Ramos. “Done.”

Spider-Man shook his head ruefully. “Geez. Some people.”—Hey, Gunderson! Any chance of getting a cup of coffee around here?”

“Coming right atcha,” said Gunderson, who whistled as he turned toward the percolator.

Though boiling over the webslinger’s involvement, Ramos found himself even more taken aback by this detail; he had somehow never imagined a super hero doing anything as mundane as drinking coffee. Considering the lives they led, the forces they commanded, it was downright terrifying to think of any of them also being permitted anywhere near caffeine. He shook his head to rid himself of the image, and muttered: “Can we just get on with this, please?”

“Another minute, sir.” Deeley placed his hand to his right ear, and listened to an update on his communicator. He nodded, murmured something inaudible in response, then cleared his throat and took up position at the wall of video display monitors that dominated the end of the room. “All right, people. Listen up. I have just been informed that Colonel

Morgan and Dr. Palminetti are going to be a few more minutes. Under the circumstances, I agree with the commissioner; we should get started. I trust we all know each other, for the most part, so I'll limit the introductions to a young woman who just joined SAFE under unusual and tragic circumstances a few hours ago; she's here to brief us on the nature of the technology stolen from the Rand-Meachum research facility earlier today. Doctor Cynthia Monella."

The grim looking woman in the shapeless warm-up suit stood up. She looked beat, her hair limp, her eyes bloodshot and rimmed with dark circles. There was a peculiar list to her posture that suggested either physical pain or the effects of painkilling drugs. Even so, she displayed the seething, furious dignity of a woman capable of being formidable when she wanted to be. She closed her eyes, then took a deep breath to compose herself: "The most important thing to understand about what the Sinister Six killed so many of my friends to steal today... is that it's of no possible use to them."

Spider-Man, now sipping his coffee from a perch midway up one of the walls, started. "You were at Rand-Meachum?"

Monella spoke with devastating self-control: "Yes. I was. I just barely made it to an emergency stairwell after watching my lab partner get incinerated before my eyes. You want to make an issue of that?"

If Spider-Man had any reaction to the naked pain in Monella's eyes, it was hidden by the lines of his all-concealing mask. Several of the SAFE agents present winced in empathy, while others averted their eyes rather than meet hers. Ramos, who hadn't ever been talented at dealing with the survivors of tragedies, even during his days at a street cop when he'd needed that skill regularly, merely grimaced. It fell to Troy Saberstein, the crisis counselor, to put the general consensus into words: "We all have issues with that, Doctor. You're obviously a tough woman, and a brave one, and I know we need to hear what you have to say, but you're also displaying several of the symptoms of shock—"

Monella glared at him. "You're right. I'm in shock. I plan to fall to pieces as soon as I have the luxury, and I promise you I'll be inconsolable for weeks. You can coddle me then. But right now those maniacs are still out there, thinking about how many people they can kill next, and I happen

to be your only expert witness. So do you want to hold my hand or do you want to listen?"

Spider-Man broke the general silence in a soft voice utterly at odds with the nails-on-a-blackboard wisecracking persona Ramos had heard disparaged from so many sources in the NYPD. "I'm sorry for what you went through, Doctor. And I'm sorry I wasn't there to help your friends and coworkers. But I'm ready to listen."

Monella regarded him for a full five seconds. "I appreciate that." She closed her eyes again, this time only briefly, then continued: "All right. I don't need to tell you horror stories about all the killings I witnessed. That won't help us. We all know that killings mean nothing to them. It may have been senseless by our standards, but it was a kind of senselessness that we have to expect from people like them. What doesn't make sense by any standard—is what they went to all that trouble to steal. The Olton Field Generator."

George Williams coughed. "We were told it was a multi-million dollar piece of equipment."

"That it is. But also a useless one, in and of itself. You've got to understand..." She closed her eyes again, hesitated, and started again: "All right. From the very beginning. As I told your Colonel Morgan, several hours ago, Gold and Askegren were developing a process for the real-time animation of plasticized liquid adamantium."

Spider-Man, who was among things a closet scientific genius, seemed to be just about the only person present who followed that. "Oh, no."

Ramos, annoyed that the wall-crawler understood something he did not, said: "What does that mean?"

Monella, looking tired, turned her attention to the commissioner. "It's complicated, but I'll give you a layman's overview. As you probably know, primary adamantium is next to indestructible. It's the most damage-resistant alloy in the history of manufacture. Some grades can stand up to ground-zero nuclear explosions without even retaining heat. That makes it invaluable as armor and as shielding; it has even been used in robotics, now and then."

"Ultron," Deeley said.

Several faces around the room darkened at the mention of the genocidal robot dedicated to the annihilation of all life on Earth, one of the worst monsters ever to threaten a world increasingly beset by monsters. Monella nodded. “Yes. He’s a perfect, if rather unfortunate, example. However, the alloy’s very invulnerability is also one of its greatest limitations, in that it cannot be forged or shaped at any point after its initial manufacture. Anything you choose to construct with it—tanks, shields, building materials, murderous robots, what have you—must be molded at an earlier stage, before the resin process that renders the stuff so invulnerable. That prevents adamantium-based technology from being used in situations that require adaptability, such as those occasions when you need to retrofit something, or those emergencies when you absolutely, positively, have to cut through the plate. Abbott and Costello—I mean, Gold and Askegren—had worked out a different way to handle the problem.”

George Williams said, “I follow. What was their great innovation?”

“Essentially,” Monella said, facing all the others at the briefing table in turn, “they had discovered a way to sustain adamantium as a stable room-temperature liquid for long periods after its manufacture, and to control its minute-by-minute shape via the use of coded digital signals transmitted into a network of thousands of implanted microscopic receivers. Whenever their process was activated they were able to forge a large quantity of liquid adamantium into totally indestructible, freestanding, three-dimensional objects that enjoyed a full range of motion without the need for external power sources or internal moving parts. Machines constructed from such a base would be able to perform any number of dangerous functions without ever wearing out—and then to change their shape on command into anything else they might be required to become.”

Clyde Fury looked dizzy. “Indestructible shape-changing robots.”

Matt Gunderson glowered. “Ya, the world always needs more of those.”

Donna Piazza said, “Like in *Terminator 2*.”

Monella acknowledged that last remark with a nod. “A movie Gold and Askegren talked about a lot, onsite. I think it may have been what originally gave them the idea. They were very talented fanboys. They’re not alone in that, among scientists these days; after all, Stephen Hawking’s a dedicated

trekkie. But you're all getting the wrong idea. Rand-Meachum didn't want another Ultron. They made sure that these liquid machines wouldn't be robots, at least not in the sense of possessing any genuine intelligence. These machines would be linked up to remote terminals, and totally controlled by the moment-to-moment instructions of their operators. They would just be... adaptable, that's all."

George Williams shook his head in the manner of an old man once again reminded that technology had advanced far faster than any human being could have hoped or guessed. "It still sounds terrifying on the battlefield."

"It would have significant military applications, that's true. The Department of Defense has sunk billions into subsidizing Rand-Meachum's program. But if the process could be rendered practical it would also revolutionize manufacturing all over the world. We could enter a new age, with tremendous growth in manufacturing, housing, transportation—"

"And adamantium tentacles," Joshua Ballard said.

Spider-Man shook his head. "I'm way ahead of you there, bunkie. Octavius is already almost impossible to stop. If he can equip himself with tentacles capable of instantaneous shape-changing—"

"But he can't," Monella said, with an insistence that shut down the buzz that had been beginning to build among the meeting participants. "Which is precisely why none of this makes any sense. There's no reason to steal the Process. Not yet. The technology is still in its very early infancy; nobody's made it practical yet, and it'll be years before anybody does. Right now, it takes—" A shadow crossed over her face. "Sorry. Took. It took hundreds of support personnel thousands of man-hours just to maintain an animated shape for thirty seconds at a time, and each time we did, the energy involved was so immense that the micro-receivers burned out and needed to be manufactured again by scratch. Gold and Askegren, being nerds, used it to make little animated figures of Claudia Shiffer or Pamela Lee or Mary Jane Watson-Parker that 'lived' only a few seconds before losing cohesion. Sometimes they did the Silver Surfer or even," indicating Spider-Man, "yourself. They liked pretty women and super heroes both."

"They probably loved the Black Widow," Spider-Man said.

“Yeah, they had a whole file on her. But given the current state of the art, there’s absolutely no way even a genius like Octavius could take advantage of the Process—not unless he could also figure out a way to build a four-story building filled with support personnel, billions of dollars worth of proprietary technology, *and* use the process to construct something capable of paying back all that investment in only a few seconds of life. That makes no sense at all.”

“Maybe he didn’t know,” Donna Piazza suggested. “Maybe he thought the Olton thingie was all the Process needed.”

“He’s Doctor Octopus,” Spider-Man said. “He isn’t that incompetent. He doesn’t enter situations like that unless he knows exactly what he’s looking for.”

“He would certainly recognize the Generator,” Monella said. “It isn’t all that startling a piece of equipment; it has no practical function other than creating a very powerful electromagnetic field within a very small enclosed space. The Olton bombardment is useful for for making the adamantium... suggestible, for lack of a better word. But that’s still a very specialized use. It has nothing to do with the plasticizing process, or with any of our control paradigms. It’s just a spare part. Octavius, with his scientific background, would have to know that.”

Ballard said, “Maybe he didn’t know what it was until he got there. If the Gentleman sent them in without fully understanding—”

George Williams responded with an old man’s laugh, born from many years of disappointment and bitter experience. “Don’t ever accuse Gustav Fires of not understanding anything. His intelligence network is downright frightening.”

“But he’s pretty old now,” Ballard persisted. “And, you said, not nearly as rich or influential as he once was. If he’s been AWOL for twenty years, then maybe he’s not what he used to be—”

“Please!” Williams spat, his voice dripping with scorn. “Don’t give me the senility argument. He’s already proven himself capable of gathering, and commanding, the Sinister Six. These are not the acts of a doddering fool. I promise you, he knows exactly what he’s doing.”

“That’s the impression I got, too,” Spider-Man said. “He wouldn’t go to those extremes just to find a spare part he couldn’t use.”

“From what I’ve heard about him today, I agree,” Monella said. “But a useless spare part is still all he got. It doesn’t even have its own power supply. And it isn’t exactly the kind of thing you can plug into a wall socket; the energy requirement alone is enough to light up most shopping malls.”

Spider-Man chuckled. “Powering it is the least of his problems. He has Electro on his payroll.”

Monella closed her eyes again, obviously reliving a terrible moment. “Point taken. But again—why?”

“And what, exactly, does that have to do with the Day of Terror they declared against Spidey last week?” Matt Gunderson asked. “We know the Gentleman was involved with that, too, and yet it looked like just another bunch of super-powered malcontents on the vengeance trail.”

“Except for the switch Electro and Mysterio pulled at the Brooklyn Bridge,” Deeley said.

There was a pause while everybody considered that. At one point during the insane Day of Terror, a man claiming to be Electro had taken hundreds of hostages at the Brooklyn Bridge. He had held the bridge for a couple of hours, until Spider-Man finally showed up to clean his clock... at which point he had turned out to be Mysterio in disguise. It had clearly been a diversion to hide whatever the real Electro was doing elsewhere, and it had worked perfectly, in the sense that Electro’s concurrent activities were still a total mystery.

“We’ve spent a lot of time discussing that little trick of theirs,” Clyde Fury admitted. “I agree that there’s got to be a connection. But we don’t have the data to guess what they were really doing. It’s like the theft of this Oltion thingie—just another big, confusing puzzle piece.”

“I can only repeat,” Monella said, “the Generator was only a small part of the Process.”

“So maybe we’re being distracted by the Process,” Troy Saberstein said. “Maybe they weren’t interested in the Process at all. Maybe they just wanted the Generator for some other purpose.”

“Our thoughts exactly.” The new voice was soft, papery, and accompanied by hissing from a mechanical respirator; it came from Dr. Vincent Palminetti, SAFE’S quadriplegic strategic analyst, who now wheeled into the room on his motorized chair. Palminetti was painfully thin (almost emaciated) with wispy brown hair that was just beginning to turn gray in spots; he did not possess enough mobility to nod, but he gave the impression of affirmation as he rolled to an unoccupied position at the table. “Ladies. Gentlemen. Commissioner. Hero.”

Marching in directly behind him was the leader of SAFE, Colonel Sean Morgan, a crewcut blonde man with steely gray eyes and a posture that seemed to be all ninety-degree angles. He, too, snapped out acknowledgments and hellos as he strode toward the head of the table, but they were strictly professional hellos. His very presence made all the assembled agents sit up a little straighter and set their mouths a little grimmer. Not that it had been an especially lighthearted meeting before his arrival, but Morgan just happened to have that kind of effect on his underlings. He was not only the kind of commander who brooked no nonsense, but also the kind who maintained impossibly high standards of just what constituted nonsense in the first place.

Just before he relieved Deeley, he murmured a few words to the aged Dr. Williams, who smiled warmly in response. Several of the assembled SAFE agents glanced at each other, silently debating the agency rumors that pegged this old man as a onetime mentor of Morgan’s. Certainly, Morgan seemed to treat Williams with a gentle solicitousness he provided nobody else, not even Palminetti, whose professional standing with Morgan had always risen and fallen with the accuracy of his most recent analyses.

They all wanted to know why. They might not have been secret agents or spies under Clyde Fury’s lexicon, but they still possessed a professional hatred for unrevealed secrets.

Not that Morgan was going to provide them any more time for speculation. “Thanks for starting the meeting, people. I’m pleased to see that you’ve already engaged Dr. Monella. She’s a valuable resource, both scientifically and militarily, and given the special capabilities of the menace we’re facing, her technical assistance will come in handy indeed. For the record, since her military and scientific qualifications are impeccable, and

the catastrophe that befell her previous place of employment has freed her to accept a consultant position with this agency, she is to be considered an agent in good standing for the duration of this crisis. I hope she'll be remaining with SAFE for some time to come."

He nodded at Monella, who nodded back. Troy Saber-stein, who was supposed to be in charge of certifying agents psychologically fit for duty, looked unhappy but unwilling to interrupt.

Morgan continued: "As for Dr. Palminetti and myself, we regret our lateness, but we needed to conduct some highly classified inquiries suggested by the information Dr. Monella provided us about the nature of Rand-Meachum's Process. Now that she's brought you up to speed, I'm afraid to say that the news is not good."

"At this point," Spider-Man muttered, "I'd be very surprised if it was. You have something, Colonel?"

"We do," Morgan said. He turned toward Dr. Palminetti. "Vincent? This is yours."

"Thank you." Palminetti's eyes flickered toward Dr.

Monella. "This birthing chamber, as you call it, the place where this Process of Rand-Meachum's was conducted— didn't you say that it was heavily shielded?"

"Of course. Several layers of lead and treated ceramics, reinforced by sophisticated energy fields. The rest of the building needed to be protected."

"From what?" Palminetti said. "What would happen if you ever activated the Generator without shielding?"

"We couldn't. The safety protocols—"

"Yes, I understand. I am certain that Rand-Meachum was very responsible, and had many backup systems. But if you were totally without concerns for the safety of anybody around you... and you built the system without safety protocols and without shielding... and you found a way to run the Oltion Field Generator as a single unit, let's say somewhere in the middle of Manhattan... what, precisely, would happen then?"

Monella hesitated, then winced with sudden understanding. "My God."

Matt Gunderson's eyes went very round. "Oh my."

Spider-Man saw it too. “Damn. How blind could we be?”

The participants seated around the conference table were now about equally divided between those who Got It and those who Did Not. Spider-Man, Dr. Monella, George Williams, Martin Walsh, Shirlene Annanayo, and Clyde Fury Got It; Joshua Ballard, Troy Saberstein, Wilson Ramos, Walt Evans, and Donna Piazza were among those who Did Not. Ramos, desperate to catch up, cried out: “What? What What What *What?*”

Monella looked dazed. “The chamber was shielded to contain the EMP—the electromagnetic pulse. Run that Generator somewhere without shielding, just at its normal settings, and you’ll completely scramble every electronic system and electronic recording medium within twenty blocks. Run at full power, at let’s say the capacity possessed by this Electro murderer, and you can probably expand that effect to more than twenty miles.”

Ramos Got It, then. “That’s enough to blanket the whole city. And more.”

Everybody Got It, now. The gasps and mutters of appalled fascination sounded around the table like little explosions, circling the room in waves.

Spider-Man, now dangling over the center of the table on a webline, put their shared horror into words. “That’s why he bought the Wyeth painting. That’s why he bought the jewels. He’s probably been converting cash into other forms of wealth all over the city. If he can use that thing to set off an EMP in Manhattan, one of the financial capitols of the world, he’d wipe out all the electronic records of all the banks. There’d be a worldwide financial crisis, raising the value of all those gold and jewels and other negotiable valuables by god alone knows how much.”

“Conservatively,” Palminetti said, “A factor of ten. Probably more.”

Martin Walsh said, “The bastard plays for high stakes.”

George Williams shook his head. “He always did. The bigger the stakes, the more he likes it. Especially if he can simultaneously destroy lives.”

“All for a little money,” Matt Gunderson murmured.

“More than money,” Williams said. “The sheer satisfaction.”

“That’s why he was willing to risk working with a bunch of loose cannons like the Sinister Six,” Spider-Man said. “He could have hired some more manageable bunch of mercenaries easily—but there’s only one way he can easily feed that thing the juice he needs—and that’s by using Electro.”

He secretly knew there was more to it than that: the Gentleman was also in town to take vengeance on the only son of Richard and Mary Parker, and it made a certain sick kind of sense to use that son’s long-term enemies as part of that vengeance. After a moment, he said, “But even an Electromagnetic Pulse wouldn’t be enough, would it, Colonel? Don’t most electronic records have backups on paper?”

“Not most,” Colonel Morgan said, “but many. I knew the Gentleman would think of that, too. Which is why, as soon as we realized what was going on here, I immediately made a call to the Naval Base on Governor’s Island, just south of Manhattan. Remember, that wasn’t far from the switch Mysterio pulled last week, when he took all those hostages on the Brooklyn Bridge...”

“We discussed that already,” Deeley said. “We agreed that since he was disguised as Electro the whole time, he must have been trying to hide whatever Electro was doing elsewhere.”

“Not only Electro,” Morgan said. “Pity, too. With all the other members of the Sinister Six taking hostages during their Day of Terror, those two remained conspicuously absent until the final showdown at the *Bugle* building.”

“I noticed that,” Spider-Man said.

“We all noticed that,” said Clyde Fury.

“Everybody noticed that. Even those two idiot disk jockeys who covered the whole crisis kept wondering if the Sinister Six knew how to count. But it now seems that Mysterio’s electric light show was a ploy to confuse the systems that would have otherwise picked up Electro’s presence on Governor’s Island. The security people at the naval facility there noticed electrical anomalies in their readings, but assumed that stray voltage from the bridge was the cause. As a result, they didn’t set off any alarms when Pity and Electro used their powers and that key moment of distraction to

slip into a certain highly guarded vault there and walk away with something capable of destroying any financial records that an electromagnetic pulse would leave behind.”

“Something capable of destroying paper?” Spider-Man asked.

“Not paper,” Morgan said. “Ink.”

Dismay rippled around the table.

“It’s a Catalyst,” Palminetti said. “The weapons research lab at Los Alamos Laboratories developed it by accident in 1983. The Federal Government keeps it on hand in the event international hostilities would ever require us to cripple the economy of an enemy power. It takes the form of a highly unstable gas that, exposed to atmospheric nitrogen, expands with explosive speed to become a new compound that bleaches all inks and dyes in its path. The new compound is itself unstable and breaks down in about five hours, but by then the harm is done. The one liter stored at Governor’s Island, released in an airburst over Manhattan, would be enough to turn every single vital document within forty miles to blank paper. That includes every contract, every treasury note, every stock certificate, every medical file, every birth and death certificate, every trial transcript... and every single monetary note exposed to the open air. Photographs, and photocopies produced by heat impression would survive, of course... and all bills larger than twenties would still be identifiable by the metal strip woven into the fabric... but that wouldn’t provide much consolation. It would still cause chaos. And used in conjunction with a simultaneous Electromagnetic Pulse...” He trailed off, unable to phrase the chaos he envisioned.

The faces around the table seemed pale and sickened.

“There’d be rioting in the streets,” Donna Piazza whispered.

Spider-Man grimaced beneath his mask. “Oh, much more than that.”

“The webslinger’s right,” Palminetti said. “Imagine; In Manhattan alone, no hospital would be able to treat its patients, no pharmacy would be able to fill prescriptions, no family would be able to obtain vital food and services. The police would be deaf and blind, with no provable knowledge of any investigations either past or in progress. All jail and prison records would be blanked—there would be no way to distinguish nonviolent offenders

from hardened murderers from people yet to be tried who would have been judged Not Guilty in a court of law. Millions of people would be wiped out instantly—there'd be no money, no life savings, nothing but a city filled with paupers, many of whom are armed. There'd be warfare on a block-by-block basis as citizens struggled to defend homes they could no longer prove they owned from people who would now need only superior numbers and superior firepower to take them away. There'd be madness and murder and suicide and a total breakdown of every societal structure; the deaths from that alone would probably run into the seven figures.”

“And that’s just what we lose by taking away all records.” Sean Morgan said. “If you factor in the collateral damage done by the EMP, which would destroy the phone system, cripple 911, eliminate the medical infrastructure, give hundreds of thousands of people cancers and radiation poisoning, kill every vehicle with electronic ignition (including every ambulance and every fire engine) at the same time dozens of powerless jumbo jets packed with people started to fall from the sky everywhere in range...”

Palminetti said, “The fires would devastate entire neighborhoods. More deaths. More homeless. More suicide. And that’s just what would happen to Manhattan.”

“Nationwide,” Sean Morgan said, “and internationally, that would only be the beginning of it. Spider-Man called it a worldwide financial crisis, but he’s understating it. It would be a worldwide financial collapse. Corporations would fall. The dollar would fail. Millions of people would be rendered penniless. Racial tensions would be brought to the boiling point. There’d be civil wars and revolutions all over the world—and I, personally, would be very surprised if some of them didn’t go nuclear. Either way, the aftermath would condemn much of humanity to a living hell... but the worse things got, the more the Gentleman’s cache of wealth would appreciate in value.”

“He would consider that a fair exchange,” George Williams said.

In the heartbeat that followed, the gathered representatives of SAFE, the FBI, the Treasury Department, the NYPD, and New York’s super hero community met each other’s eyes, sharing the weight that had just fallen upon all them. They had all dealt with madness and terrorism before; they

had all held lives in their hands. Some had even played for global stakes. But few had expected this super-villain grudge match to escalate quite as critically as this.

When Spider-Man broke the silence, he was, uncharacteristically, at a loss for words. “My God... Colonel... I knew he called himself an investor in chaos, but...”

“There is no but,” George Williams said. “He’s a monster.”

“They all are,” said Cynthia Monella, remembering.

At the other end of the room, the floor screeched at the sound of a chair violently pushed away from the table. It was the Police Commissioner, Wilson Ramos, whose raging eyes and beet-red complexion signaled the onset of an imminent explosion. “And you... knew... about this stuff, Morgan? You not only knew it existed, but let them store it in my city? Were you insane?”

Joshua Ballard said: “That doesn’t help, sir—”

Ramos whirled at him. “After what we’ve just *heard*, you’re about to lecture me on my attitude? What’s wrong with you? What kind of irresponsible mind would allow that Catalyst within a hundred miles of an inhabited area, let alone anywhere near the financial capitol of the world? It’s Depraved Indifference, is what it is! I should—”

“Commissioner,” Sean Morgan said. He did not raise his voice, but the quiet power it contained still halted Ramos in mid-sentence; he was one leader of men, silencing another with a simple word. He said: “You’re right. Keeping the Catalyst here was irresponsible to the point of lunacy. And I know that because I spent the last three years of my life arguing for the Catalyst to be destroyed. I would have wrecked my career by going public if I’d been willing to start a panic as bad as anything we’ve just described. Maybe I should have done it anyway. Maybe heads should roll for this when we’re done. Mine can be one of them, if you want But blame isn’t relevant now. The situation is. We have to deal with the crisis as it exists.”

“And that’s easy for you to say!” Ramos said. “Because it still doesn’t tell me how many other nightmare weapons are still being stored in my city!”

“No, sir,” Morgan said. “It doesn’t.” It was an open admission that there were others, and the room hoarded its collective breath as its ramifications of that one sank in.

Spider-Man said: “The Commissioner’s right about this, Colonel. This isn’t over.”

“I’d be disappointed with both of you if it was.”

At the head of the table, George Williams stood. “Excuse me,” he said. He looked pale and gaunt, even by his standards; the terrible revelations of the meeting seemed to have aged him a decade he couldn’t afford. But his soft, sandpapery voice still commanded the room, and his burning, obsessed eyes galvanized the will of everybody here in turn. He said: “I am aware that there will be repercussions here. I know that it’s tempting to fight among ourselves. But before we go down that path, I want to stress one important thing. Gustav Fires is the enemy here. Gustav Fires is the one who wants to use this terrible combination of weapons. Gustav Fires would do so even if there were no profit involved; he would do it just to feed his ego. He would see it as his life’s greatest accomplishment. And this time he’s allied himself with other monsters with the power to make it happen.” He let the words sink in, and astonished them all with a hungry smile, broad enough to make wrinkles ripple like water across both cheeks. “But this time he’s also made the mistake that will destroy him.”

He waited for somebody to ask.

Joshua Ballard, sensing the need, provided it: “What’s that?”

“He has finally raised the stakes so high that the world can no longer afford to let him escape...”

The meeting went on for a number of hours after that, with the various participants coordinating the response for the crisis that could now be expected to start at any time. Two hours in, when Sean Morgan ordered a fifteen minute break, few of them actually took a break; they just broke up into smaller groups, discussing the crisis with the same degree of urgency.

Spider-Man, caffeine fiend extraordinaire, now on his fourth cup of coffee since midnight, caught up with Troy Saberstein by an observation port overlooking the brilliant Manhattan Skyline. The corridor where Saberstein had gone to decompress was dimly lit, which allowed the

multicolored lights of the city to cast colorful constellations on the counsellor's face.

Spider-Man, dangling from the ceiling, used a webline to lower a coffee cup for Saberstein. The man took it without comment.

"You all right?" the webslinger asked.

Saberstein didn't turn from the view. "My specialty has always been dealing with the aftereffects of stress. I'm not really used to dealing with a life-or-death crisis while it's happening."

"It's not something you ever get used to," Spider-Man said. "It's something you deal with. Sorry if I put you on the spot by drafting you."

"No problem, wall-crawler. At this point, you couldn't drag me away."

"How did you get hooked up with SAFE, anyway? Posttraumatic stress counselors don't seem to be the kind of idea that comes out of the head of somebody like Sean Morgan."

"It wasn't," Saberstein said. "I was forced on him." He didn't say that he'd been forced on Morgan personally, after the tragic car accident that had claimed Morgan's son... and that Morgan hadn't taken his input very well. He just sipped his coffee, and offered a belated, "Thanks."

After a moment, Spider-Man hopped down to the floor to stand at Saberstein's side. "Have you given any thought to that other matter we discussed?"

Saberstein faced the lights of Manhattan. "Pity."

"Yes. Her."

"You still think she's being controlled? Just because this Gentleman character said so?"

"No," Spider-Man said. "Not just because of him."

"Just a feeling, huh?"

"I've learned to trust my life to them."

"Maybe you're supposed to, in this case." Saberstein turned and faced the webslinger directly, his soft eyes burning with urgency. "Think about it, Webslinger. Her name's Pity. Why would they call her that? It doesn't seem to have anything to do with these darkness-casting powers of hers. Maybe it

refers to something else. Maybe it's a reference to the way people react to her. Maybe your inability to treat her as an enemy is the main power she has over you."

Spider-Man, who had considered the possibility himself, winced beneath his mask. "I don't think so."

"You wouldn't," Saberstein continued. "The Gentleman told you enough to make you feel sorry for her, and everything you've seen in her demeanor since then has made you feel sorrier. If it's any consolation, you're not alone—we've interviewed every civilian known to have been in contact with her since her arrival in New York, and they all said the same thing: that she seemed a little pathetic, more a victim than a victimizes Even the *Daily Bugle* hostages expressed sympathy for her. Even J. Jonah Jameson said so, and as you know, he's never been a man overflowing with sympathy. Maybe it's her special power."

Spider-Man thought of the NYPD sniper. "I saw her save a life today."

"A life she was responsible for endangering in the first place. And there's something else. This darkness power of hers: the way light and infrared and sonic imaging systems won't penetrate it. At first Palminetti said he thought it might be connected to the Darkforce used by your vigilante friends Cloak and the Shroud—but since she can keep her partners from being affected, he now thinks it's psionically generated. Which means that she might have other psionic powers, too. She could just as easily be influencing your mind, forcing you to feel sorry for her so you're totally off-balance in a fight."

There were several seconds of silence as Spider-Man digested that. Then he shook his head. "I don't know. Maybe you're right. But even though this wouldn't be the first time I'd had my head played with—and even if she does give off empathy vibes, which I think makes sense—I'm still convinced that she's in this against her will."

"You are?"

"Yes. I can't be sure... but it's still what I think."

Saberstein nodded. "Despite everything I've said... me, too."

"Really? After all that?"

“Really. After all that. I’m willing to trust your judgment. But I want you to know that your judgment might have been compromised.”

“Assuming I am right... can I turn her?”

“I don’t know.” Saberstein took another sip of his coffee, made a face, and tossed the almost completely-full cup into a combination ashtray and waste basket. “But one thing’s for sure. If what the Gentleman told you is true, he’s been conditioning her since she was a child. He has made himself the center of her universe. She probably hates him, but that doesn’t matter; she still judges herself only by how well she serves him, and has no other frame of reference. That’s not a spell you’ll be able to break by snapping your fingers or talking nice to her.”

Spider-Man listened intently. “How, then?”

“Not by fighting her. Oh, I know you’ll have to, given the stakes here, but... if she’s really been conditioned into obedience, then that conditioning would tend to reinforce itself at the moments of greatest opposition. Anything you could do to stand against the Gentleman will make you an enemy, and trying to free her from the Gentleman would definitely have to be part of that.”

“Then what’s the alternative?”

“Anything that puts the two of you on the same side. I don’t have the slightest clue what that could be in this situation, but if you make yourself an ally, even for a minute, you might weaken the conditioning enough to give yourself a chance at getting through to her.” Saberstein flashed a grim smile. “Of course, we both know the major problem with that...”

“Yeah,” Spider-Man said. “Managing it before she kills me...”

At that very moment, another in the growing fraternity of people who wanted to kill Spider-Man grimaced at the stench beneath the city streets.

Dr. Otto Octavius was not a fastidious man by nature certainly not in any moral sense, and absolutely not in any manner that would have interfered with the pursuit of his ambitions. He knew that, sometimes, a man just had to get his hands dirty... even if he had appendages far stronger and far less sensitive than hands.

But he didn’t have to enjoy it.

Right now he was in an steam tunnel somewhere beneath the city streets. It was a junction of several such passages, more than large enough to stash the Oltion Field Generator until it was time for that formidable device to be used. It was also nice and close to the site where all hell was set to break loose early tomorrow morning. Even with the aid of his marvelous mechanical arms, it had taken Octavius almost two hours to move the device from its previous hiding place in one of his many subterranean boltholes to this site more convenient for tomorrow morning's deployment. It had been manual labor of the most degrading sort, but there was no helping it—he was, after all, the only member of the Sinister Six whose powers included the sheer physical strength required to carry such a heavy object around.

But still, the stench... ! The filth...!

His lips curled.

The time would come when he dominated the world and never had to deal with such unpleasantness ever again. When it would be the vast, inferior mass of humanity damned to forever suffer such indignities on his behalf.

Octavius imagined how miserable they would be. And how happy he would be, to rise so untouched over the common muck.

His sneer turned into a wistful smile.

He did not like people much.

He supposed he would get the chance to kill a large number of them tomorrow.

But the battle that represented the next step in his long climb toward the realization of his devoutly-wished ambitions was still hours away... meaning that he now had time to perform a personal errand of his very own. It would require a quick trip out to Long Island and back, just to verify certain intelligence that his agents had recently brought to his attention, but the journey would be more than worth it. For events were now reaching their conclusion—and he intended on teaching the Gentleman his folly in presuming to command Dr. Octopus.

He hurried off, already imagining his revenge on the foolish old man.

The steam tunnels beneath midtown echoed with laughter far colder than the frigid winter night above.



Chapter Eight



A.M., the next day.

Manhattan now stood poised at the brink of two disastrous storms.

One had just buried much of the upper Midwest beneath four feet of snow. Now, preparing to assault the Big Apple, it announced its presence with a brutal cold snap that made the air a colossal knife slicing the bare skin of anybody unlucky enough to face it from the wrong side of central heating. The day struggling to show itself through the clouds was a weak, crippled thing, pregnant with shadows and bereft of anything approaching warmth. The winds whistling in from Staten Island already sounded angry. They were not yet ready to erupt in a fury, but it was impossible to listen to them without knowing that the assault would arrive soon.

But as terrible as that storm was going to be it paled before the other one, which bore enough destructive potential to drive a stake through the city's heart.

That one arrived, appropriately enough, in the form of a man who had modeled himself on a classic symbol of approaching death.

The Vulture flew a slow, unhurried oval five hundred feet over the water just south of Manhattan. He had not been spotted until dawn; for all anybody knew, he had been flying that oval course for hours. It was a wide orbit that took him all the way from Port Liberty on the Jersey side to Castle Clinton in Manhattan. It completely enclosed Liberty Island and the famous lady who stands upon it and bisected Ellis Island where so many hopeful immigrants took their first steps toward an uncertain future. He didn't seem in any particular hurry to see the rest of New York's sights. He just flew from New Jersey to Manhattan and back again, barely stirring his great green wings as he completed one circuit after another.

He had to be aware he was being watched. His route provided a free show for two states and three boroughs. There had to be thousands of eyes already watching his every move, with reactions ranging from confusion to wonder to dread. But he betrayed no awareness of them. He flew his endless ellipses like a man who had no need of destinations. He was like his namesake in that he could afford to be patient.

The first SAFE aircars arrived at the scene by 10:15.

Even as the earliest of the combatants gathered in the sky south of Manhattan, a grimacing man in Yankees earmuffs, black jeans, and a purple goose down jacket stepped out upon the observation deck of the Empire State Building.

The deck was inundated with slush. The wind wailed like an anguished beast, even now in the last few minutes before the storm. Visiting this place now, today, with this damned persistent flu that made his head seemed inflated to four times its normal size, required stupidity, masochism, or dread determination. Were it not for the riches at stake, Quentin Beck would have cocooned himself at home with a pot of tea and a complete collection of F.W. Murnau films on DVD.

But the inevitability of the oncoming storm was so clear in this place among the clouds, that Quentin Beck, aka Mysterio, could feel it with a certainty as primal as his obsession with old movies.

The weather was so rotten that he'd imagined he would be alone up here. But the observation deck of the Empire State Building is a famous site, and as such a magnet for crowds during any season. The place was packed with families, teenagers, tourists speaking Japanese and French and German and Midwestern English, taking snapshots before a skyline threatened by angry gray clouds. As he wandered among them, sometimes smiling, other times reverting to his more natural hostile scowl, Beck reveled in the banality of their reactions to the spectacular view: from their arguments over where to find Avengers Mansion, to their cooing over the gargoyles on the Chrysler Building. He heard several people making stupid remarks about how much they'd hate to fall from such a height, and each time his lips twitched at a pleasant fantasy of how easy it would be to show

them the privilege. But each time he moved on, knowing that the time was not yet his.

It was pleasant to be here. This was, after all, the site of so many of his dearest memories. It was the place where the giant stop-motion gorilla had battled biplanes, the place where two different sets of lovers (decades apart) had arranged their last-chance rendezvous, the place that had survived a (badly simulated) siege by giant mutant grasshoppers, the place that (inexplicably moved to the center of Fifth Avenue) fell beneath the destructive powers of an alien invader on an imaginary July 2nd.

And besides, it was very much possible that the real Spider-Man might actually die here today.

Beck strolled around the observation platform, circling aimlessly in unintentional imitation of his colleague the Vulture. He listened a little to two tourists, a tall Texan preacher and a spiky-haired Irishman in nearly opaque shades, as they went on and on about their love for the city down below. He moved on, then smiled and said “Sure!” when a bright young couple asked him to take their picture. It was their honeymoon, they said. He wished them luck. They would need it, of course, for even if they did get out of the city in time to escape what was about to happen, the nasty little added images he’d just surreptitiously added to the snapshots would probably cast a pall over their sweet little relationship for years. He moved on, used a pair of coin-op binoculars to check out the situation brewing down South, and then, smiling, slipped what looked like a wad of gum at the scope’s base.

So far, so good.

He fought off a spasm of dizziness and waited for things to start happening.

All around him, the first snowflakes started to fall.

Elsewhere in Manhattan, Mary Jane Watson-Parker sneezed.

She was bloody miserable. She had hoped she was getting better—had in fact seemed to be getting better—but the viral misery which had laid her low a couple of days earlier had come back with a vengeance.

“Ecch,” she sniffed, dabbing her nose with a soft tissue as she watched trailer trash demolish a talk show set on the fortunately muted TV set.

“Dice visit, huh?”

Jill Stacy, who had provided Mary Jane with a couch to steep on after their girl’s night out went unexpectedly late, grimaced as she brought a pot of tea from the kitchen. She was a fairly new friend to the Parker family, as she’d only moved to New York within the past couple of months, but her guileless charm and soon won over the discomfort both Peter and Mary Jane had felt at the appearance of somebody who so closely resembled her late cousin Gwen. It still was discomfiting. Only her hair color, jet black where Gwen’s had been platinum blonde, prevented her very presence from prompting worries that somebody was performing tasteless experiments with clones again. As Jill poured the tea for Mary Jane, she said, “Well, there goes that theory.”

“Whad theory?”

Jill poured some for herself. “The healthy girl theory.”

“I’b subbode to be a healthy girl?”

“I think you are a healthy girl,” Jill said, as she plopped beside MJ. “But I meant healthy by comparison. Next to your hubbie, I mean.”

“I’b always a healthy girl next to my hubbie.”

Jill elbowed her. “No, seriously. My cousin Gwen used to say that Pete was always getting colds and flus and sprained backs and such. She said that his aunt used to treat him like he was ready to keel over at any moment. Hard to believe, the way he looks—but the boy was prone. Me, I always thought he married a healthy girl to compensate. Never really imagined you getting sick while he was out running around healthy as a cat.”

Mary Jane thought of all the times she had needed to nurse Peter past the wounds suffered in the heat of battle. “Dis must be my code for the year.”

“Ha.”

“You’re gonna get sick yourself now.”

“If so, then you’ll owe me one.—Any answer at home yet?”

Mary Jane had just tried the number in Forest Hills. No answer. She hated knowing what that probably meant. “No. Left a message.”

Jill grumped. “Ah, well, maybe we can...” That’s when the trailer trash vanished from the TV screen, replaced by the words SPECIAL BULLETIN

and, a second later, shaky footage of the Vulture circling over the waters south of Manhattan. A graphic in the upper right corner of the screen read: SINISTER SIX RETURN?

Jill Stacy dropped her own cup to the floor. “Oh, no...” Mary Jane, who had suffered through many such bulletins, but for different reasons, thought the same thing.

By 10: 45 a.m., an entire fleet of SAFE aircars was deployed in hovering positions around the Vulture’s flight path.

There were a couple dozen of them, all told: gleaming, maneuverable, and deceptively unaerodynamic cruisers that had been compared to floating bathtubs. Manned by two to three Kevlar-clad agents apiece, the heavily-armed vehicles presented no enclosed cabin for its operators; that would have interfered with manual weapons activity. The necessary protection from high-velocity winds and extreme weather conditions was provided by an invisible ionic field that blanketed each vehicle—an in-factory feature that was going to prove invaluable if (okay, when) today’s crisis escalated into aerial combat in subfreezing temperatures. That didn’t prevent the pilots of SAFE, let alone the representatives of the NYPD, the FBI, and the United States Department of the Treasury, from feeling the winter’s chill anyway. The air just looked cold, that’s all.

Colonel Sean Morgan, surveying the deployment from his position in the lead aircar, looked even colder as he followed the Vulture’s flight with a pair of high-powered liquid-crystal binoculars. “That is the Vulture, right? Not one of Mysterio’s illusions?”

“We’ve checked all our sensors to fifteen decimal places. That’s him.”

Morgan’s faith in the sensors had been severely burned during the Day of Terror. “You’re sure.”

“Yes, sir.”

“Positive,” Morgan said, with extra urgency.

“And we have him completely contained?”

“If it’s just him,” said Vince Palminetti. The quadriplegic crisis analyst was piloting, courtesy of a personally-designed cyberlink that jacked him into the aircar’s guidance and weapons systems. When linked, the aircar felt

more organically part of him than his arms and legs ever did; maneuvering, he flew with the sheer exuberance of an eagle recently released from a cage. That didn't stop him from grimacing as he checked the aircar's sensors for a third and then a fourth time. "I wouldn't want to bet five dollars on the chances of this being just him."

"It wouldn't be," Morgan said. "He's baiting a hook out there."

"He looks like he's willing to fish until somebody bites."

"He wants our involvement, then."

"He wants our first move," Palminetti said. "Oh, he'll act if we don't—but he's definitely providing this invitation for a reason."

Morgan didn't like it. He had tasted more than his share of manipulation during the Day of Terror, when Mysterio's stunt at the Brooklyn Bridge had tricked his people into keeping their distance for hours. He grimaced, wishing that he shared the cigar habit cultivated by certain other paramilitary leaders of his acquaintance. He frankly hated the things, but given his current mood he could certainly sympathize with the urge to bite something. He said: "Web-slinger in place?"

"Deeley relayed a message from him five minutes ago. The wall-crawler is on land, and standing by. He's been informed of the Vulture's position and has elected to continue covering midtown."

"NYPD online?"

"Dispatchers connected citywide, waiting for the flag to go up."

Sean Morgan took a deep breath, and felt that final inaudible click that came with deciding on full tactical commitment. "All right. Pass the word that the surprise package is going to have to be a flyer with massive offensive capability, which among these hostiles almost certainly means Electro. Give them time to check shields and countermeasures. Tell them that if we are going to be forced to start this, we're absolutely going to be the ones to stop it. We move in five-flagship first."

The aircar occupied by Morgan and Palminetti was the flagship.

Palminetti, approving, said, "Yes, sir."

SAFE agent Donna Piazza, piloting one of the other aircars, peered worriedly at her passenger, the grim-faced George Williams. It was the

latest in a series of worried looks. As a veteran of several SAFE wars she knew how strenuous they could be, and it bothered her to spend this battle watching over an old man as frail as Williams. She half-expected the guy to have a heart attack during the first banking turn. But Colonel Morgan had insisted on permitting the ancient and retired treasury agent a seat, front-row center; She wished she knew what kind of past the two must have shared to account for that little regulations breach. Either way, the old man's presence made her uncomfortable.

Williams, watching the Vulture through a pocket telescope of the sort sold at souvenir shoppes throughout the city, said: "I'm not going to break, you know."

"Excuse me, Dr. Williams?"

"Don't be worried about me. I've lasted this long tracking this monster. And I'll last however long it takes to bring him to heel."

The venom in Williams' voice, which as always seemed to pump up every time the subject of Gustav Fires aka the Gentleman entered the conversation, made her hesitate. "Just how personal is this for you, Doctor?"

"Is that what you think?" Williams asked, as he squinted through his telescope. "That it has to be personal? That only a debt can explain why I'm still after him at my age? That I can't be an old man too proud and stubborn to let go of a duty he failed decades ago?"

Donna considered that for several seconds, then went for broke. "Yes, sir. That's exactly what I think. I think you hate him."

Williams chuckled, the sound containing more bitter Knowledge than mirth. "Smart woman."

A.M.

The aircars hovering in a circular formation paralleling the Vulture's flight path all had their weaponry fixed on the flying man. It was enough firepower to reduce a city block to a cinder, but the chances of any of that being fired were slim to nil, since SAFE'S tacticians were smart enough to realize the main reason firing squads don't line up in circles. The initiation of hostilities took a more subtle form than that, with the aircar piloted by

Vince Palminetti and commanded by Sean Morgan breaking away from the outer line and spiraling inward on a path designed to intersect the Vulture.

Morgan didn't actually expect to catch the Vulture that easily, any more than a champion fencer expects to strike a hit on the first jab. This was an exercise in prompting a response.

He got it three seconds from contact, when lady Liberty's torch seemed to fire off a comet. It was a streak of pure light that arced two hundred meters into the air in the course of a heartbeat, exploded, and then plummeted toward them, shooting off sparks.

Something rocked the aircar, filling the air with ozone. As Palminetti compensated, the Vulture banked and plummeted toward the water himself, cackling madly. The aircar plummeted too as it followed Toomes toward the water; a streak of white-hot something shot by on the port side, missing the aircar and Toomes but vaporizing thousands of gallons of river water in an explosion of white-hot steam.

A thin, reedy voice somewhere behind them shouted arrogant threats. Morgan noted the tenor of the curses, but didn't bother to listen to the actual words. It didn't matter what the maniac was saying. In situations like this, maniacs just conjugated different metaphors for bloody murder. Knowing whether the bad guy was threatening to blow his head off, or make him die screaming, or stomp him underfoot like a bug, or simply introduce him to a whole new world of pain, helped only if, like Spider-Man, you spent your battles hoping to sling snappy rejoinders. Morgan had never been one for snappy rejoinders. To him, taking the bad guys down was about as eloquent a rejoinder as anybody could possibly hope for.

"You called it," Palminetti noted, leveling off to pursue the Vulture at five meters over the gray-brown waters.

"That's Electro, all right!"

"I think I got that," said Morgan, as he fired a SAFE plasma blaster at the glowing sociopath behind them. "Should we engage the countermeasure?" "This early in the game? He'll see it coming a mile off.

Stay on the bird-man, and tell Teams Lincoln and Jefferson the Sparkplug's theirs..."

Max Dillon, aka Electro, was a star in the shape of a man. The energy he commanded was enough to incinerate entire city blocks, and attempts to take him down with cruddy government plasma blasters was pathetic. He simply flew through the incoming fire, allowing the plasma to explode in little bursts of light as they encountered the interference field that radiated from his body in all directions. There was no danger of them getting anywhere near him; they were as useless as bullets or trunks or gas or any other weapons the authorities were likely to try. That's why he was Electro. That's why he was unstoppable.

That's why it was so annoying that wimps like Spider-Man and Daredevil and Captain America and Wolverine kept taking him down anyway.

That's why they were all high on his long list of people he intended to incinerate.

Another plasma burst exploded before him, temporarily obscuring his vision. Skimming the water, enjoying how the river an arm's length below him turned to superheated steam at his passage, he flew through the the haze only to find the aircar he'd been chasing suddenly gone. The Vulture was still visible up ahead, a green bird of prey busily evading the two separate aircars converging on him, but the aircar that had been chasing him, the aircar Electro had been chasing in turn, was nowhere to be seen. Electro suffered a heartbeat of confusion before he heard the whoosh of air directly above him and realized that the spy-creeps had taken advantage of his momentary blindness to stymie him with a simple aerial u-turn. They were probably doubling back again and charging him from behind.

It was the kind of dirty rotten cheat the webslinger had been getting away with for years.

Electro whirled in midair, and saw the aircar bearing down on him. He caught a glimpse of its two passengers: one thin man attached to his console with a knot of wires and cables, one grim-faced military type aiming a plasma blaster his way.

Oh, come on! You don't expect me to be that easy, do you?

Grinning, Electro fired a lightning barrage powerful enough to incinerate them both.

Colonel Sean Morgan had been involved in SAFE air battles before, and he was accustomed to sudden violent maneuvers, but the ninety-degree vertical turn almost realigned all the vertebrae in his back.

The sky turned a brilliant shade of white, and the ionic field maintaining cockpit climate control flared with interference.

“What... the... hell...” he grated.

“He had us zeroed-in!” Palminetti shouted. “We needed to use our undercarriage for shielding!”

It was not a decision Morgan would have made. He would have maintained course, even at the cost of his own life, on the theory that the impact from a speeding aircar would have done Electro serious damage. But he was not about to argue with Palminetti’s logic. He shouted: “Loop around again! Don’t let up for a minute!”

Shouted words crackled over the commlink, “Evans here! I’ve got Electro! I’ve got—” Crackling, followed by a wave of unearthly heat, and then nothing.

Another voice, “Evans is down! Evans is down! Believed dead! Pulse affecting systems!”

More crackling. Visibility dropped to zero as the aircar passed through a cloud of superheated steam from evaporated river water. The vehicle’s ionic field shielded Morgan and Palminetti from the extreme heat, but not from the mingled sounds of explosions, of shouting, and of metal tearing itself to pieces from violent impact with the river. Then they were hit by the Shockwave, and the aircar tumbled as helplessly as a playing card caught in the wind. The steam around them thinned just long enough for Morgan to catch a glimpse of a boiling riverscape, at what seemed entirely the wrong angle.

“Another one like that and we’ll eat dirt!” Palminetti shouted.

Morgan agreed. “Everybody get some altitude! We need to get another fix on Dillon!”

The aircars detailed to take down the Vulture seemed to be having an easier time of it.

There were currently four of them pacing the man. They were all far faster and more maneuverable than he, and they had little difficulty hemming him in, the only real problem being his ability to change course at an eyeblink. Twice, he slipped through little holes in their net. Twice, they quickly surrounded him again, covering him on all four sides. After his third escape attempt, the Vulture seemed content to let them cage him, reacting not at all even as another pair of aircars completed the midair cage by taking up new positions both fore and aft.

"This is boring," Joshua Ballard said. "Like catching a canary with a net."

His copilot, agent Shirlene Annanayo, said, "Don't underestimate him."

"What underestimate? He's tough fighting guys in spandex, but we've got mach-speed capability. He's outgunned. I say we take him out and help out with the spark plug."

Clyde Fury, following the conversation over comlink, said, "Net, guys?"

"Net."

The aircar immediately above the Vulture released a weighted titanium net from a compartment in its underbelly.

What happened next occurred so quickly that the SAFE postmortems required twelve hours of analysis just to identify it. The Vulture spun in midair and slashed at the plummeting net with both of his metallic wings, turning them to steel confetti. Then he stopped dead, inviting the aircar behind him to join in a midair collision.

It was an insane thing to do. The aircar would have survived such a collision. The Vulture would have been reduced to a scarlet blot on its fuselage.

Donna Piazza, who was piloting that rear aircar, had scruples that prevented her from simply running him down. She slammed the attitude controls, flipping the vehicle ninety degrees and rocketing past the Vulture with inches to spare. She caught a glimpse of his aged, hate-filled face as they passed by. They were so close that she could have reached out and touched him had she wanted, but they were also moving so fast that the contact would have shattered every bone in her arm.

She didn't have enough time to be grateful she'd missed him.

Because she hadn't.

There was a crunch, and a thud, and a screech, and a chorus of shouting voices on the comm. For a heartbeat Donna dreaded turning around, certain that she'd see a charnel-house stain across the aft section. The Vulture might have deserved such an end, but she wouldn't have wanted to be part of it. Then she heard his cackle, right behind her.

He'd boarded the car.

Electro stood one hundred meters above the water at the center of a glowing ball of energy, roaring with laughter as the idiots came after him, one aircar at a time.

They were fun. There were so many ways to take them out.

That salt-and-pepper team strafing him from above? A gesture, and the electrical impulses inside their brains went kablooey, giving them both the equivalent of grand mall epileptic seizures. Their aircar spiraled off, completely out of control, doing loop-the-loops that wouldn't end until the pilots recovered or the vehicle disintegrated on impact with something solid.

That scowling woman in the next aircar to attack, the one firing an endless series of plasma blasts she knew to be useless just to draw his fire away from the two guys doing unintentional aerial acrobatics? Another gesture, and he fried all the electronics in her guidance system, sending her aircar to a fiery death in the Hudson.

The aircar that almost succeeded in ramming him from behind, that would have shattered every bone in his body on impact? That one deserved overkill. That one deserved a lightning storm of pure rage, one so intense that the car came apart in midair, releasing pilots who emitted high-pitched screams as they tumbled into the deadly, freezing waters below.

It was just like playing a video game. One he was good at.

Go figure. Too bad Pity wasn't here to see it.

His sneer softened into something almost wistful as he entertained a momentary fantasy of being her hero. He imagined her throwing herself into his arms, smothering him with kisses, and gushing in a soft, whispery

voice that she had never seen anybody so brave. Okay, granted it couldn't happen that way. She couldn't talk. But the spirit of it, the flavor of it, was still an attainable dream. She could love him. He could make her happy, whether she wanted to be or not.

Only that would have to wait until later, when they fought together.

Right now, with the opposition concentrating all its fire on him, and bouquets of plasma-burst explosions affecting him through even his nimbus of electrical energy, it was time to begin Phase B.

He dropped, led half a dozen pursuing aircars on a jaw-rattling chase two hundred meters across the junction of two rivers, and fired a perfectly aimed bolt of lightning at a certain silvery buoy that was still bobbing precisely where his good friend Mysterio had placed it.

Exactly as planned, the world exploded. Even before she turned to confront the Vulture, Donna Piazza knew she was in for the fight of her life.

She knew what had happened even before she able to confirm it with her own eyes. She had passed so close to the Vulture that he had been able to strike the rear of her aircar with both of his great metal wings. He had hooked the fuselage, grabbed hold, somehow braced himself against a sudden acceleration that should have broken his neck, slammed against the vehicle, and then somehow survived the impact with both his bones and his malevolence intact. As only made sense for a guy who regularly engaged in super-fast battles with Spider-Man, his recovery was nigh-instantaneous. By the time Donna turned around, he was already scrambling into the cockpit, leering with imminent triumph.

"Congratulations, my dear. You will be the first of your army to precede the hated Spider-Man into the land of the dead!"

Donna spared a brief glance for her elderly passenger. The white-faced George Williams, still strapped into his seat, had managed to turn his head enough to see what was happening. He looked more appalled than frightened, more aghast at the Vulture's rudeness than aware of his own imminent danger. Perhaps out of reflex, perhaps out of belief that even a pathetic weapon was better than no weapon at all, he had pulled his cane from the cargo net where it had been stored.

His presence did turn out to have some practical value, as it lent Donna another second out of danger. The Vulture spent that second scowling at the sight of Dr. Williams, registering his age, wondering just what somebody of his own generation could possibly be doing here.

Donna used that second to pull her plasma blaster. A lucky shot—
“No!” Dr. Williams shouted.

Given the Vulture’s speed, it was a miracle that Donna had a chance to fire her weapon at all. She did not have the chance to aim it properly. Even as she drew it from her shoulder holster, the Vulture was already slashing his right wing against her wrist. It was a lot like being slammed with an aluminum baseball bat filed to a razor’s edge. The pain was red-hot. The two pieces of her blaster somersaulted into empty space, trailing streaks of coruscating energy. Donna fell back against the controls, stumbled as the deck of the aircar tilted beneath her feet, and flinched as the Vulture’s wing descended again, this cleaving her pilot’s seat in twain. It was such a powerful blow that the Vulture’s wing not only bisected the seat but also embedded itself in the deck, a development that ratcheted the perpetual annoyance on his face to an even higher level.

It would take the Vulture, with his power, less than a second to pull his wing free, but Donna took advantage of that second by bracing herself against the control panel and sweeping the heel of her left boot against his jaw.

It was a powerful kick from a trained martial artist, and it connected even more solidly than Donna could have hoped. It would have killed most people.

But the Vulture regularly shrugged off kicks in the face from a guy capable of smashing through brick walls.

“Nice try, my dear.” He leered as he raised both wings for a slashing guillotine strike that would reduce her to three vertical slices. “But it’s your own fault for underestimating the elderly!”

“Never a good thing to do,” agreed Dr. George Williams, as he pressed the tip of his cane against the Vulture’s chest.

The explosion was a small one by the usual scale of such things. It certainly failed to match any of the billowing cataclysms that marked

Electro's half of the battle. It was just a burst of heat and light, with a bang only as loud as the average cannon. But as the tip of Dr. Williams's cane disintegrated and flame rippled across the Vulture's chest, it seemed just about right. The villain stumbled backward, tripped over the edge of the cockpit, and tumbled out into open space. The aircar's velocity reduced him to a tacky streak of green diminishing in the distance.

Donna gaped.

Dr. Williams smiled at her. "I love the classified ads in the back of *Modem Maturity*. You find such marvelous merchandise. You'd better grab the controls, young lady—I don't know how to pilot this thing, and we're in danger of crashing into the river."

Donna grabbed the conn just in time to feel the slightest of bumps as their aircar skimmed the whitecaps. Feelings of relief didn't even occur to her. The Vulture's body armor was impervious to most small arms fire, which meant that he was almost certainly still in the picture... along with five others just as deadly.

And then the world exploded.

The flames burst forth like magic. They rose from the water itself, in sheets of white-hot fury ten to twenty feet high, spreading in straight lines along a perimeter that stretched from within fifty yards of Port Liberty on the Jersey Side to an equivalent distance from Castle Clinton in Manhattan. Every fifty meters or so they were punctuated by larger explosions that spread the flames further, dozens of them, closing the circle, trapping everything inside them in an earthly approximation of hell.

Electro, who had lit the fuse, was so jazzed by the sight that he fired off a shower of sparklers just for emphasis.

Mysterio had devised the plan, and implemented it with a little design help from Dr. Octopus. It involved a couple of hundred miniature buoys packed with incendiary bombs and enough compressed accelerant gas to set the river ablaze. The gas that now blanketed the air surrounding Liberty Island was breathable enough, but extremely conducive to fire. Unchecked, it would produce a holocaust capable of laying waste to everything in its path. Unchecked, the wall of flame would have the destructive potential of a baby nuke. Given time to ignite buildings on land, it had the power to

devastate large sections of Manhattan, New Jersey, Staten Island, and, if everything went well, even Brooklyn. It would not be quite as fast as a nuke, because it wasn't meant to be. Indeed, Mysterio, who had called this his Peshtigo Option (a reference to another wall of flame that had once leveled the city of Peshtigo, Wisconsin, killing thousands), had labored for hours diluting the chemical mixture enough to create a disaster that would take its time.

After all, the last thing the Sinister Six needed here was a disaster that would be over quickly.

This one was just a distraction.

Electro wished he could stick around long enough to see the flames engulf Liberty Island. It would be neat to see the Statue of Liberty melt like a jungle gym at Hiroshima. He especially wanted to see it because he had been part of the gang the time Octopus and a bunch of his cronies had used an antigravity beam to steal the statue whole. The beating they'd all received at the hands of the wall-crawler on that occasion had been nobody's idea of a trip to a theme park.

Laughing, he rose into a sky both white with falling snow and black from rising smoke.

Sean Morgan and Vince Palminetti, flying high above the disaster, saw the comet in the shape of a man rise from the sea of flames. A couple of aircars were already diverting course to engage Electro, but Morgan knew they wouldn't manage more than a holding action—not with the monster ready for them. He would be able to move on to more chaos within minutes. As for the Vulture, he was already on his way into Manhattan. Morgan could have ordered his people into pursuit, but that particular maniac was so far down the priority list that he didn't even consider it.

"Three units down," Palminetti said. "Four confirmed deaths, two more agents missing somewhere in that holocaust down there."

Morgan grimaced. "How many units do we have watching the rest of Manhattan?"

"Another twenty supplementing NYPD and a strike team at ground team level. We had the aircars running patrol grid Alpha, in case the Six—"

“Bring all aerial units here, and deploy anything still hangared at the Carrier! Load all flame retardant equipment! Containing this is priority one!”

Palminetti complied, after first giving Morgan a look that confirmed the grimmest of sitreps. They both knew that committing all available resources to this disaster left SAFE in check and the NYPD ill-equipped to deal with the likes of the Sinister Six. It was the equivalent of leaving Manhattan unguarded, and potentially abandoning the world to the hellish future desirable only to Gustav Fires. With luck, SAFE would be able to contain the blaze in time to make a difference. If not—

—well, if not—

—then, as of now, everything depended on just one man.

11:13 A.M.

The intersection of Fifth Avenue and 33rd Street.

The streets of Manhattan never stop, even during catastrophes, even when the air itself turns as bitter as a slap. If anything, the first few flakes of snow just beginning to tumble from the slate-gray sky hurried the freezing pedestrians along. They all felt the deluge about to fall, and they were all still possessed by errands that wouldn't wait for anything save the end of civilization. The hundreds traveling past this world-famous site may have been aware of the deadly battle taking place in the waters downtown, but they also knew that this was nothing new for Manhattan, longtime stomping ground of heroes, villains, Atlantean invaders, and, yes, fifty-foot white guys wearing purple Ws on their heads.

That didn't stop them from screaming or recoiling when the bus flipped over, or the street exploded in a shower of asphalt and rubble.

That didn't stop them from knowing the crisis had come home when Dr. Octopus emerged from the freshly cratered pavement.

Dressed in an unseasonal double-breasted white suit that couldn't have done much to spare him today's monstrous cold, Dr. Otto Octavius bobbed along atop two of his long snaky tentacles. The other two, who emerged

from the crater a second later, came up carrying a great bell-shaped machine that none of the onlookers recognized, but which in his possession could not spell good news. Somebody shouted that it was a bomb, that Octavius was going to blow up the Empire State Building. Octavius, a specialist in miniaturization who would have been ashamed to need a bomb the size of the Oltion Field Generator to accomplish such a mundane purpose, hesitated for just one heartbeat as he considered flattening the cretin for his temerity.

For a second he remained in the center of the street, basking in the shouts of appalled recognition that battened his ego from all directions. Then he craned his fat neck and peered up at the towering structure that, drab statistics to the contrary, some sentimental people will always consider the tallest building in the world. His lips curled in the expression that for him could be either smile or sneer. Then the two tentacles that carried him sprung into action, propelling him not only the rest of the way across the street but also two stories off the ground in one mighty leap. Clutching at cornices and ledges, they anchored him on the climb once accomplished by a fabled giant gorilla, while his remaining two tentacles dragged the Oltion Generator along with him, floor by floor by floor.

If the weight proved a strain even for his enhanced strength, it didn't affect the determination on his broad, scowling face. Nor did it prove any impediment to the long rant about his own genius with which he narrated every single foot of his climb. If anything, it only slowed him down a little, rendering his ascent ominous and deliberate rather than meteoric. Even so, he expected to reach the observation deck within minutes.

The city would pay for mistreating him, then.

The city, and the world.

Everybody.

It was amazing how many people deserved to die for thwarting his will.

He might have laughed insanely at this juncture. It was the done thing.

But the moment wasn't complete, though, and he felt the lack until the inevitable happened.

He was just beginning to pass the tenth floor. The leading edge of the storm blew a thick flurry of white powder against his face. Some of it got

past his wraparound shades, momentarily blinding him. As the non-mechanical part of him was still woefully vulnerable to such assaults, he gasped from the cold, blinked several times to clear his vision, and noted that his momentary blindness had obscured the moment when the day's missing element was finally provided.

It took the form of a man in a skintight red-and-blue costume, crouching against the wall just one story above.

“Tenth Floor,” Spider-Man said. “Hosiery, Electronics, Doomsday Machines. How ya doin’, Cuddles?”



Chapter Nine



The storm began in earnest now. The flurries that had thus far only punctuated the coldness of the day thickened, joined, and became a united front. The flakes came down in clumps, adding a fresh dusting of white that began to accumulate in drifts almost as soon as it hit the ground. In those parts of the city not directly under siege pedestrians grimaced, lowered their heads, and moved a little faster, unwilling to stay outdoors one second longer than absolutely necessary.

The deluge was beautiful, like all snowstorms. The wind at street level twirled the gusts into dancing sheets. Children and young lovers turned their faces to the sky and luxuriated in the sight of so many constellations of white. More than one playful soul gathered up an early snowball and tossed it into the face of another, daring retaliation. But the storm was young, and already gathering in intensity. The wind that came with it howled down Manhattan's concrete canyons like an invader upset that not everybody in its path had enough sense to see it for the destructive force that it was.

All over Manhattan schools saw the inevitable about to happen, and began the hard business of closing down for the day. The sanitation department began to call in all its shifts. Anybody with an excuse to go home began to think of going while travel still remained a possibility. Both in and out of the city progress on the roads began to slow, as visibility suffered beneath the falling white.

The only notable super hero or super-villain action other than the day's main event was a minor skirmish in Chelsea involving a petty costumed criminal called the Red Bear, who fled on foot from the tiny art gallery from which he had just stolen the day's grand receipts of less than two hundred dollars. The Red Bear, whose ambitions were greater than his abilities,

dreamed of taking on Thor someday. He had a reputation for getting taken down by civilians and beat cops. Today he got all of two blocks before he collided with an old lady and was himself decked in retaliation by a second pedestrian outraged by such rudeness. The pedestrian who defeated him was not a super hero. He was just a retired stunt man and failed actor named Joe. This didn't have much to do with anything. It was a little drama, in a day filled with much larger ones.

11:16 A.M.

The day's first confrontation between Spider-Man and 1 Dr. Octopus, ten stories above Fifth Avenue, was marked by a rare moment of indecision for both.

The catalogue of physical damage Dr. Otto Octavius wanted to wreak upon his longtime foe would have filled some entire libraries. When he saw the hated wallcrawler squatting just one story above him, his dearest wish was to immediately begin the battering and probably plucking of super heroic limbs. But the Doctor couldn't. Ironically, he just didn't have enough limbs for it. He needed at least two tentacles to cling to the building, and he needed at least two more to hold the heavy Oltion Field Generator. He didn't dare let go of the building, he couldn't put down the Generator, and if he did anything to attack he would have only his flesh-and-blood limbs to fight with. That would be worse than a joke. The wallcrawler would tear him to pieces.

"Pookey-pookie pooh!" Spider-Man waved.

There was something strange about the wall-crawler's costume. He was wearing a version of his regular winter costume cut from some different kind of cloth—a darker, metallic fabric that looked like SAFE cloth-and-Kevlar. Probably something to give him an edge in the cold. Possibly even something insulated against attacks by Electro.

It wouldn't have protected him from the Doctor's tentacles. If the Doctor were able to use his tentacles.

"Wakka-wakka wakka!" Spider-Man said.

Octavius was tempted to just swing the Generator like a dub, flattening the arachnid oaf against the Empire State as thoroughly as any meat tenderized by too big a mallet. Alas, the Generator wouldn't survive the experience either. Taking the bait in a situation like this, getting so caught up with the natural desire to pulverize the "Boy Scout" that you also ended up destroying your own master plan, was the kind of boneheaded move he supposed the Rhino would pull. Octavius was smarter than that.

But that still left him with nothing to do.

"Ah, well," said Spider-Man. "If you're not going to make the first move..."

The webslinger leaped off the wall and plummeted fist-first toward him...

"Foam the perimeter!" Sean Morgan, riding shotgun on a SAFE aircar riding low over the burning harbor, bellowed at his people as if he had been personally consigned to the flames. "Keep the fire from spreading, and the heart will burn itself out!"

But somewhere over the water, two SAFE agents screamed their last breaths as the aircar dissolved in a fiery airburst.

Electro.

Who wasn't about to cooperate with any attempt to put the fire out.

Spider-Man had never seen Dr. Octopus present such an easy target.

That was the thing about Otto Octavius: a madman, a terrorist pig, a murderer, and a self-absorbed lunatic with a rotten haircut, he really was the kind of guy who could only be improved by being punched as frequently as possible. It was just too bad those tentacles of his did such a good job of protecting him. But right now, with all four of the not-so-good Doctor's tentacles otherwise occupied, the knockout punch almost looked like it was going to be easy.

As easy as figuring the site of the Sinister Six's big play had been.

The Six wanted to set off an electromagnetic pulse in Manhattan. But if they powered the Generator too close to street level they ran the risk of allowing the effect they wanted to be contained, at least in part, by all the surrounding buildings. For the best results they needed to get

themselves a rooftop, the higher the better. It was also obvious that moving an object as large as the Olton Generator into place would be a time-consuming and highly visible operation. There would have to be an even more visible distraction taking place elsewhere.

The good people of SAFE had spent more than an hour last night just arguing over which tall building the Six was likely to choose. The Empire State Building had been mentioned as a possibility, but few had believed it. It had been considered too neat, and too theatrical even for a team with Mysterio among its members. Favorite candidates had included the Chrysler Building, the Metlife Building, and Citicorp Center.

Spider-Man plummeted toward the a target between the Doctor's upper and lower chins, already calculating how much power to put into the punch. He tried to estimate just how many impact pounds per square inch it would take to stun Octavius into dropping the Device while simultaneously taking care to make it an experience the very mortal Octavius was likely to survive without permanent impairment. Half a second from impact he knew that he had Octavius sussed. He felt absolutely no warning from his spider-sense, no sense that Octavius was going to be able to defend himself in time, no telltale tingle that would have indicated interference from one of the Doctor's partners in global terrorism.

He had time to think that this was too easy. Something was going to go wrong.

Then, and only then, did the tingle flare at the back of his neck.

Then, and only then, did some idiot turn off the lights...

The flinching Octavius missed the moment when the the world turned dark directly above him. He did, however, hear the familiar sound of two bodies slamming against each other with a force that knocked the breath out of both.

He opened his eyes and saw that Spider-Man had vanished.

No. Not vanished. The fool was somewhere behind him now, shouting the usual inane quips that always characterized him in battle.

Octavius followed the sound of the arachnid's voice, and saw two tiny figures peppering each other with kicks and punches on the roof of an eight-story building across the street. One, hopping from place to place in streaks

of mingled red and blue, was Spider-Man. The other, landing a solid kick to the wallcrawler's jaw even now, was Pity. The bug's words, which never stopped, were too obscured by the growing wind to hear, but the punches carried like miniature thunderclaps.

Good.

Octavius truly doubted a mere woman could ever defeat Spider-Man when his own much more capable efforts had failed. No woman was Dr. Octopus's equal. But he had every faith in Pity's ability to keep the pest busy while he did what had to be done.

The snow had intensified, its conditions now approaching whiteout.

Octavius, who hated the cold, nevertheless resumed his climb into the face of the storm, shepherding the Olton Generator toward its world-shattering future.

At that very moment, Adrian Toomes, alias the Vulture, fled the holocaust he and his colleagues had ignited south of Manhattan.

As usual in his life, he was irritated. He had been within a heartbeat of killing that lady SAFE agent when that old man in the passenger seat decided to interfere. He couldn't blame the old man; as a member of that generation himself Toomes actually admired the gumption of oldsters who remained active in their twilight years. It was, in fact one of the few things he liked about the Gentleman. But he resented having his own whims stymied that way. He would have looped around and made another attempt, but he had other insects to fry.

A blast of especially brutal heat buffeted him from behind, searing his skin and lending an unwanted degree of lift to his wings. For just a moment he cried out, thinking that he'd finally been delivered to the hellfire that so many of his victims had predicted for him for so many years. He struggled to regain control, spun, breathed smoke, zigzagged to avoid a SAFE aircar that for a fraction of a second seemed about to strike him head-on...

... and then found himself surrounded, not by heat, but by sweet comforting cold.

The sounds of exploding aircars and crashing lightning receded. The site of his next contribution to today's finely-tuned operation still waited for him, far uptown.

Entering Manhattan airspace just over Gateway Plaza, relishing the sounds of open warfare as it receded in his wake, the Vulture sneered with anticipation as he made way for the true battle.

He had to hurry.

He wanted to get to the webslinger before the others did.

He wanted a piece while there was still some left to carve.

Pity, hell. Had the name not already been taken, she should have been called Fury.

Having succeeded in diverting Spider-Man from what should have been his number-one priority, she was now easily kicking his butt the width and breadth of an office building across the street from the Empire State.

She fought with a ferocity and a rage that surprised even Spider-Man, who had last confronted her just yesterday, and who encountered other paranormal martial artists on an almost daily basis. This was a revved-up Pity, a Pity on overdrive, a Pity operating on a level that almost dwarfed anything he'd seen before. It was all Spider-Man could do to block the punches and kicks as they came, to back up only one step at a time while she continued to advance, the hatred and despair warring on her scarred gamin face.

"This still about the jewels?" he said, avoiding a blow that would have staved his skull in. "Because..."

She showed teeth and leaped straight up. He matched her leap, clutching her upper arms with both hands, fighting to keep them pinned to her sides so she couldn't strike him again.

"... I thought I said..."

She bent both her arms at the elbows, delivering a pair of truncated punches. Both possessed enough force to turn his next words breathless and filled with pain.

"... I felt just *awful* about that..."

Still airborne, Pity wrenched her arms free and went for him, throwing one strike that failed and one that connected all too well. Still airborne, Spider-Man deflected the next blow with a force that wrenched from her a gasp of pain.

“... I know how you ladies are about your shopping...”

The two of them flipped in midair, spinning five, six, seven times while exchanging ten times as many crippling blows.

“... I didn’t want to, like, cramp your style or...”

The tip of her left boot slammed hard into the soft underside of Spider-Man’s jaw. Cut off in mid-quip, he gasped, tumbled, seized her by the right ankle, felt a flurry of punches hammering his ribs in the time before their crash-landing on the roof.

They were both off-balance. They both hit hard.

Normal human beings would have required hospitalization.

These two both rolled away almost as soon as they landed and rose on shaky legs, facing each other from twenty feet away.

Spider-Man, who had taken the worst of the brief battle, faced her through wary eyes. He wouldn’t have needed spider-sense, or years of experience dealing with dangerous people, to know that she was deadly. He could tell it just by the way she stood, the way every muscle in her body seemed like a piston under tremendous pressure. And then there was the look on her face: the despair and fear and hatred and even shame that warred beneath the surface like demons battling for even the briefest moment of supremacy. She was a woman lost, a woman in pain, a woman being torn to pieces by all the forces inside her.

For a moment he imagined the Gentleman’s laughing Bee superimposed over her own, and he felt his anger burning deep inside him. He knew what Fires had done to his parents... and was sworn to make him pay for that. He knew the other deaths Fires had caused... and was sworn to make him pay for that. He knew what Fires planned to do to the city of New York... and was sworn to make him pay for that. But what Fires had done to this woman... whether she was Carla May Mendelsohn or not... whether she was Peter Parker’s sister or not... was all by itself an act as evil as anything Spider-Man had ever seen. It was an assault that had kept this woman in hell, at war with herself For years on end. The kind of evil capable of inflicting that amount of damage on another human being, and then bragging about it, was so hateful that it was capable of stunning even a man with Spider-Man’s life experience.

The shock of her sudden attack had caused him to fall back on the standup comic persona he so often adopted during his battles.

Now he cursed himself for his stupidity.

He had to win more than just a fight. He had to win a soul.

Humor wouldn't accomplish that.

And with the Olton Field Generator well on its way to ignition atop the Empire State... he had only minutes left to try.

He said: "Wait—"

It was the only thing he had the chance to say before Pity's fingers wrapped tight around his throat.

Just south of Manhattan, a platoon of SAFE aircars flew low over the burning harbor, dropping chemical retardant on the flames. The dive would have been a demanding one at the best of times. Today, it was complicated even further by the turbulence caused by the interface between the intense high temperatures at the waterline and the equally intense blizzard higher above. With next to zero visibility due to the oily clouds of black smoke and the whiteout weather conditions, navigation was already next to impossible. Surviving it when an insane human dynamo circled the holocaust firing explosive lightning bolts at any aircar that wandered into range rendered even impossibility itself a tragic understatement. But it still had to be done. Two aircars shuttled back and forth between Liberty Island and the Jersey Shore, evacuating the few tourists adventurous enough to try visiting the great copper lady on the coldest day of the year. Six others escorted the squads attacking the flames, taking the bulk of the fire that was directed at them by Electro. The number of SAFE casualties had been last reported at seven dead.

The eighth was Agent Donna Piazza.

Tasked with the assignment of helping to provide escort for the forces attacking the fire, she was in the act of radio-fag for permission to fly her passenger George Williams to safety when one of Electro's explosive lightning bolts burst just under their line of flight. Their aircar shuddered, bucked, then began to spiral toward the river. Donna seized the controls and tried to pull up. She plummeted into a wall of billowing smoke, leveled off, screamed as the air around her abruptly turned hot enough to sear her skin

through the air-car's ionic temperature-maintenance shield, then woo-hooed as the blackness all around her suddenly gave way to an unobstructed view of blizzarding sky. It was a small miracle of virtuoso piloting that left her heart pounding at the near brush with death, but when she glanced at George Williams to see how he'd weathered the strain she saw that he was still seated calmly beside her, wearing the same look of grim determination as before.

She might have said something about that.

But then there was another explosion, just ahead, this one taking the shape of a man lit up brighter than the sun, While it didn't drive the aircar into another spin it did shatter the inertial restraints on Donna's pilot seat. She found herself airborne, felt a fleeting sense of cold, rebounded hard against the deck, and in one terrible slow motion tumble she was stumbling over the aircar rim into open space.

She held on long enough to see Colonel Morgan's pet old man rise from his seat and, despite bucking turbulence that would have thrown a much younger man, lurch toward her with extended cane. "Hold on!" Williams shouted, his hoarse voice somehow audible over all the mingled din of wind and engines and explosions and shouting sociopathic villains. "You'll be all right!"

For a moment, she really did think that the old man was going to save her life again, for the second time in five minutes.

But then the aircar bucked again, and her grip failed. She groped for the extended cane but missed it by inches. Her last view of life was of the stricken old man peering over the aircar rim.

She cried out just before the sea of blackness engulfed her.

An aghast Dr. George Williams tightened his grip on the side of the SAFE aircar as he watched the brave young lady disappear into the smoke and flames. He wanted to cry out, but just closed his eyes and turned away, adding hers to a long list of other lives cut short in decades past.

When he opened his eyes again, Electro was just a bright streak of light, who had done all the damage he could do here and was now racing to join his partners in Manhattan.

Williams briefly considered hating the man, but he had no room for more hate.

It was Gustav Fires who had set these events in motion. Gustav Fires who had sacrificed so many lives to his single-minded quest for profit. Gustav Fires whose entire life was a history written in blood.

Dr. George Williams, who had spent the past sixty years of his life tracking down the monster, could only pledge that today's atrocities would be the monster's last.

Now soaring over Chase Manhattan Plaza, grimacing from the cold, the Vulture could just barely make out the taller spire of the Empire State Building many blocks ahead. This far out, there was no sign of any battle going on there. But he knew one was happening.

He looked forward to paying back a thousand old humiliations in blood.

Pinned to the rooftop by a raging Pity, Spider-Man seized her by both wrists and focused all his strength on prying her hands from his neck. But her grip was solid, as tight as any he had ever felt. Her fingertips bit hard into his windpipe, closing off his breath, isolating him from a world filled with life-giving air. It was all he could do to hold back some of her strength, to keep her from tightening her grip even more and squeezing with a force that would have reduced his neck vertebrae to powder.

It hurt.

But not as much as the sight of her face.

The average super-villain having him at this kind of momentary disadvantage would have been crowing with rage or bloodlust or even triumph. They all tended to be strong-willed people, proud of the choices they had made. But Pity seemed to be hurting almost as much as Spider-Man. Her lips curled in a grimace, her eyes burning with more horror than determination, her chin trembling in the manner of a child who had just been scared by a loud noise. She seemed tormented by what her own hands were doing. He couldn't believe it, but her eyes were even bubbling over with tears. Her vision must have been blurring as much as his.

It could have freed him to throw everything into a single fatal blow.

Instead, he released his grip on her wrists and pressed the flats of his palms against the sides of her jaw. Her eyes widened slightly. With her assassin's training, she probably believed he was about to twist her head sharply to the right, thus breaking her neck. He could have. He certainly had enough strength. She tried to pull her face free, but the natural adhesive qualities of his hands held it fast.

She tightened her grip on his neck.

In her mind it had to be a contest over whose neck broke first.

Spider-Man curled his hands, applied just the right degree of pressure against the underside of her jaw—

—two quick squeezes in rapid succession, far below the threshold of damage—

—a pair of matching thwip sounds, on either side of her face—

—a pair of slimy, sticky web-balls, splattering her at pointblank range—

—no worse than snowballs, really, just more viscerally revolting—

—something to give her a scare—

—she couldn't be human and not recoil—

—the Gentleman couldn't have robbed her of that much—

—her face contorted—

—the grip on his neck loosened a few paltry pounds per square inch—

—he arched his back and flipped himself off the roof—

—breaking free of her, tossing her free with a shove, twirling four times in midair before landing in a crouch against the next building.

Pity stood. The two web-balls Spider-Man had fired at her hung on her respective cheeks like fuzzy warts; they looked really stupid, and if she had been any other opponent he would have immediately cracked wise about them. But this was Pity—and he found himself more concerned about the glistening twin tear-tracks that had just sprouted on her cheeks, retracing the scars that the Gentleman had left there an unknown number of years ago.

He tried again: "Listen to me! We don't have to fight—" Unnatural darkness radiated from her hands, swallowing everything within a fifty yard radius. The battle resumed.

The crowd of tourists on the Observation Deck of the Empire State Building had thinned, mostly because the scenic appeal of the earliest phases of the blizzard was history. With conditions approaching whiteout, Manhattan was no longer a thriving metropolis in the process of being transformed into a winter wonderland, but a dim array of gray monoliths disappearing behind the storm. Visibility was now limited to a few scant blocks in every direction. The world-famous view from a height would soon be just another blank white screen, bereft of any projectionist possessed by the tools to make it magic. As a result most of the tourists had already headed down. The handful who remained were here only to take a few last pictures and buy a few last souvenirs before surrendering to the inevitable.

Quentin Beck was not surprised when security guards in blue descended en masse from the central gift shoppe to corral even those few. They cited the horrid weather as the major reason for their safety concerns, but no doubt the imminent arrival of Dr. Octavius had a lot more to do with it. As Beck watched a pair of Mutt-and-Jeff security guards escort the last group, a posse of Norwegian college students in backpacks, through the glass doors into the gift shop, he wondered if he should do something to interfere with their escape. After all, he deeply loathed performing without an audience. It would be so fun to have them screaming and begging when dear old Electro arrived to set off the EMP. But then he decided not. Even if Octavius didn't just toss them over the balcony in a fit of pique at their frenzied yammering, the effort involved in guarding them was more than Beck felt up to right now. He had such a beastly headache he just wanted to play his scripted role, wreak worldwide havoc, and curl up at home with a hot toddy and some Harryhausen films on DVD.

He was so busy thinking about which Sinbad film to play that he failed to register the security guard's approach until that chubby-cheeked fool was right on top of him. "Sir? Are you all right?"

Beck looked up. "Ennh?"

The guard resembled the old silent-movie comedian Roscoe "Fatty" Arbuckle, whose entire *oeuvre*, lost films and all, Beck possessed in one of his many safehouses. Baby-faced and innocent-eyed, the fool's attempt to wield the voice of authority would have been laughable for anybody who

had been in and out of as many prisons as Beck. He said: “We’re evacuating the Deck, sir. Can you come with me, please?”

Beck regarded him with curiosity. “First can you tell me why you asked if I was all right?”

“You don’t look good, sir. I think you need a doctor...”

Beck, who had better things to do than to deal with the condescending empathy of a security guard capable of overreacting to mere flu symptoms, flashed a sneer filled with tobacco-stained teeth. “It’s fortunate, then, that there’s already one on the way.”

The guard said, “What?”

Beck jabbed the remote control in his coat pocket.

The explosives he’d set at many places around the Observation Deck went off all at once, with great bursts of concussive light that filled the already stormy air with ozone haze. A huge section of the suicide-barrier fencing all but disintegrated, tumbling over the edge in shrapnel-sized fragments. A set of nearby coin-operated binoculars tore free of its bolts and slammed against the opposite wall, leaving a crater before it fell to pieces. The glass windows of the Gift Shop disintegrated and tumbled to the floor in a white shower momentarily indistinguishable from the blizzard itself.

The guard went for his sidearm.

He moved so slowly, though. At least as far as Quentin Beck was concerned. To a man who had conditioned himself with sufficient speed to spar with Spider-Man, the guard’s clumsy attempt to draw was more than just slow-motion. It was a series of still photographs, studied at leisure, and easy to intercept. Beck neutralized the poor bit player almost at leisure, first disarming him with a jab to a certain nexus of nerve endings just below the elbow, then robbing him of the will to fight with a punch to a sensitive place just below the ribs, then stealing even his consciousness with a club to the back of the neck.

Glowing red smoke swallowed Quentin Beck, then dissipated, revealing Mysterio: the sparkling green bodysuit, the flowing purple cape, the awesome bubble of a helmet that revealed but a suggestion of the master showman who lurked beneath.

Beck much preferred this guise to his real face. Nobody was going to say Mysterio looked pale. Nobody was going to say Mysterio looked drawn. Nobody was going to say that Mysterio had just popped a cold sweat. Nobody was going to say Mysterio was a wannabe or a never-was. They would just look at Mysterio and see what he was: the greatest showman in the history of the world, about to conduct his greatest performance with the aid of his customary supporting players.

He considered the Sinister Six naught but his loyal troupe in this. It didn't matter who wrote the script, or even who directed; it mattered only who starred. And while this may have been an ensemble piece, there was absolutely no doubt, at least not to Quentin Beck's trained critical eye, who out of today's players approached his role with the most grace and elan. It was so obvious it was sad. He wished the media critics of the *Bugle* or the *Times* could be persuaded to review his appearances as something other than crime news. If they would only just forget the various illegalities and brutalities, and come to appreciate his actions as manifestations of brilliant performance art, he would be the toast of the town. He, and not Octavius, would always be granted top billing in all subsequent press coverage.

He stepped over the unconscious guard and moved to the Fifth Avenue side of the building, awaiting his rendezvous with Octavius.

Despite the weather, despite his flu, despite even his perpetual annoyance at not being able to kill Spider-Man yet, he was ebullient. After all, he would soon be a very wealthy man. When the EMP fried all of Manhattan's electronic financial records, the millions in cash he and his colleagues had been paid by the Gentleman would appreciate in value by a factor of ten.

All that lovely cash. That lovely, lovely, lovely cash.

Who would have guessed that, for all his other faults, the Gentleman really was the type to keep his end of the bargain?



Chapter Ten



The nondescript black van screeched around the corner of Fifth Avenue and 33rd Street, pulling to a stop half on and half off the curb. As the few pedestrians still on the street recoiled, its side doors clanged open, and a heavily-armed interagency assault team composed of equal parts S.H.I.E.L.D., NYPD SWAT, FBI Tactical, and SAFE burst out, fanning out around the van as their tactical leader for this phase of the operation, FBI Special Agent Martin Walsh, took point.

Walsh, cocooned in the padded Kevlar armor his agency always provided for paranormal combat, took exactly five seconds to peer up the great wall of the Empire State's Fifth Avenue face. He hoped to see Spider-Man or Pity or Doctor Octopus or any of the other combatants from this position, but he wasn't surprised he couldn't. With visibility fading as the blizzard intensified, the building faded into nothingness less than twenty stories up. He could hear something, distorted both by howling wind and the acoustics of Manhattan's concrete canyons: the distant sound of thunderclaps.

Was he getting to her? He couldn't tell. That controlled expression of hers was almost as opaque as his own full-face hood. It slipped now and then, but only enough to confirm that there was a soul in there, never enough to confirm what kind of soul it was, or whether it was capable of being stirred by chances at redemption.

But he still felt, in his gut, that she didn't have to be an enemy. That she was sickened by everything the Gentleman made her do. That she secretly wished he could find her a way out.

Was that a genuine gut instinct on his part? Or was Counselor Saberstein right about it being some kind of psionically implanted smokescreen

instead?

The doubt slowed him long enough for Pity to make a serious frontal assault. This time, instead of hurling a punch or kick that his spider-sense would give him a fair shot of evading, she simply darted forward and grabbed him by the wrists, yanking both upward before he had a chance to react. It was an attempt to hurl him into the air, but Spider-Man had the soles of his feet planted firmly against the roof, and refused to let himself be moved. The moment of inertia threw Pity off balance. She showed teeth and tried to hurl him backwards instead, but he remained planted. What's more, he tensed both arms with all the strength he had, and drove them toward her, not only keeping Pity from pressing her attack, but forcing her, for the moment, to use all of her own considerable strength to hold him back.

The two combatants, who had been leaping and darting and dodging each other's feints and parries faster than the normal human eye could follow, now for the moment found themselves standing stock still and face to face, as the duel of strength prevented either from pushing the other aside.

"If you... switch sides... I know people in SAFE... willing to give their opinion... that you acted under duress... and I'm... friends... with the best lawyer in Manhattan... who will sweat blood to help me prove it..."

Was that fear that just flickered on Pity's face?

He remembered what Saberstein had said, that she would be conditioned to regard any attempt to help her as a threat. She would show increasingly more resistance the more such attempts seemed likely to succeed. Was he getting to her?

He didn't need to wonder. It was as clear as the eyes on her face.

He was getting to her. Not enough, but some.

Pity relaxed her arms without warning. Had he fallen for it, his own exertion would have allowed her to flip him over her back. He didn't fall for it, but instead compensated without even thinking. Spider-sense hadn't warned him. He'd just known. The feint forced her back no more than a single step before both Spider-Man and Pity recovered, leaving them in perfect check again.

She went to trip his ankle.

The kick in the shin hurt, but not any more than he could take. He pressed on: “And something else! Even if they don’t believe you—even if you have to go to prison for your involvement—I need you to know this! I’ll still do everything I can to help! I won’t abandon you!”

It was probably the most honest, most heartfelt pledge of personal commitment anybody had ever spoken to her. Spider-Man meant every word of it. The air was so electric between them that she had to know he was telling the truth. Maybe, in another second, it would have been enough to break the Gentleman’s hold.

But he didn’t have that second.

He felt the painful tingling at the base of his neck that warned him of something deadly approaching at full speed. He knew that if he remained where he was he would die. And he cartwheeled to the right, both breaking Pity’s grip and getting out of the way of a swift, terrible something that cleaved the air where he’d been.

By the time he landed on his feet, Pity was lost to him again. She just stood, impassive, looking not at him but at a gnarled bird of prey in human form, who had just tried to slice Spider-Man in half with his razor-sharp metal wings. Now circling three stories above, the Vulture looked like he’d just returned from a war. His costume was grimy with soot, and at the center of his chest with a burn mark, but the man himself looked as fresh as he ever did, which was to say he looked withered and ancient but still empowered by the sheer force of his hate.

“Wonderful,” Spider-Man muttered. “Another county heard from.”

The Vulture, circling, shouted down at Pity: “We need you elsewhere, dear!”

Spider-Man glared up at the bird-suited man. “I need you elsewhere too, pookums, but you’re not likely to oblige!”

The Vulture ignored him and continued to address Pity. “I just saw a team of heavily-armed men, evidently SAFE agents, enter the Empire State. I could go after them myself, but they’re probably spread out already, and close quarters aren’t my element. If you take care of them, I’ll be more than happy to eviscerate the insect.”

Arachnid, Spider-Man thought automatically. I keep telling you people.

Then Pity nodded, and a more serious thought gripped him: No, I almost had her.

He lunged forward, desperate to intercept her.

But the Vulture swooped down to intercept him ..

giving Pity more than ample time to disappear into the storm.

11:34 A.M.

The Van Wyck Expressway is one of Long Island's busiest and frequently most clogged arteries—an "express" only at certain times of the day, and even then only when the stars are in alignment. Plagued by heavy airport traffic, often torn up by construction, and extremely vulnerable to poor weather conditions, it has long been the habitat of sweaty-faced, muttering drivers helpless to do anything but count the scant minutes remaining between them and their departure at John F. Kennedy International Airport.

Alas for the Gentleman, who now fumed in the back seat of his stretch limo cursing the gods for damning his glorious enterprise, the stars were not in alignment today. Construction of the new monorail system had shut the already-burdened roadway down to one lane for much of its length. Rush hour had extended to accommodate Manhattan commuters who didn't decide until they saw the first few flakes of snow that this was not the best possible day to put in a whole day of work at the office. There was an accident involving a van, a station wagon, and, of all things, a portable ferris wheel that had fallen off the truck carrying it back to the rent-a-ride warehouse. The road had become a parking lot. Then the storm slammed into Long Island as suddenly and as ruthlessly as it had slammed the doomed city just north of here. LaGuardia was down to one runway, and would be shutting even that one down within the hour. Kennedy was expected to quickly follow suit. And though the Gentleman intended to use neither, the road was still packed bumper-to-bumper with fools hoping against all odds to make their flights to other American cities just as filthy and fatuous as this one.

The Gentleman, studying their slope-browed faces from behind tinted glass, raged: Where do you intend to go? To warmer climes? Ha! Your warmer climes are culturally inert rabbit warrens! To distant cities? Ha! Your cities are colonies of the damned! To two-week vacations you use to distract yourselves from the emptiness of your national character? Ha! You could just drug yourselves into a mass stupor, like always! If any of you had evolved past the ability to count to ten on your fingers, you would clear this thoroughfare to make way for a man worth all of you—a man who unlike you actually has someplace to go.

The SUV to his immediate left responded by speeding up to prevent the limousine from entering its lane.

I hope you keep your life savings in Manhattan, you troglodyte!

The grimfaced cigar smoker behind the wheel of the SUV, a man defined by jowls and nothing else, must have sensed the hostility coming from his immediate right. He cast his vacant expression at the limo, furrowed his idiot eyebrows, and mouthed something foul that led the Gentleman to take down his license plate for the benefit of future paid assassins.

“It will get better once we pass Kennedy,” the limo driver said.

His name was Serge. That was another annoyance. Serge. The Gentleman had expected to use Smerdyakov’s man, Ivan. Alas, Ivan was unfortunately deceased, a victim of the carjackers whose interference had led to the loss of the Czarina’s necklace and other valuables. The Gentleman had been forced to hire this Serge character from a certain Manhattan agency that specialized in chauffeurs for the criminal element. Serge evidently knew the rules of the road, but he was so much a product of this country’s perverted egalitarianism that he honestly believed the Gentleman would be interested in something a mere servant had to say. The Gentleman responded with the cold silence the remark deserved.

True, he wasn’t on as strict a timetable as the rest of these sheep. It was his jet, and he could take off anytime he wanted. He could even take off if both airports closed. He had the jet hangared at a private facility further east, and was sufficiently confident in the improvements he’d paid for and his own brilliance as a pilot to take off even in conditions much worse than these.

But the delay still vexed him. He had so wanted to be in the air already, unleashing the Catalyst over Manhattan. There would have been a certain elegance involved in conducting that aspect of the operation as close to the activation of the Electromagnetic Pulse as possible. There wouldn't even have been any special risk involved in doing that; the shielding he'd had installed to his jet's systems was the same that protected Air Force One. He supposed it wouldn't make all that much of a difference if he performed his own role an hour or so after the Sinister Six performed theirs, but he was used to having his wants and needs fulfilled on demand, and having to crawl behind these half-human pigs flying off to theme parks and other ephemera was more of a personal insult than he was willing to take.

He stewed.

The view beyond the windshield was a white haze, only partially dispelled by the constant efforts of the limo's windshield wipers.

He stewed some more.

Then he brightened.

He knew what he could do.

He could blow up the third-rate actress now.

He raised an eyebrow at the deliciousness of the thought.

Certainly, he'd intended to do it later, but desperate times required desperate measures. Blowing up Mrs. Spider-Man would be fun, it would be satisfying, and it would provide a marvelous distraction from all this tedium and aggravation. A single push of a button, and boom—say goodbye to one more rattrap in Forest Hills. Indeed, since this very road was passing through Queens, and since the bomb was powerful enough to take not only the Parker domicile but also much of the surrounding block as well, he might even be lucky enough to hear the distant explosion itself.

He flipped back the wolf's head, ran his thumb over the smooth white button, and leered, thinking of the elder Parkers and their effrontery in shutting down Operation Croesus. He could almost imagine them as unseen, unheard phantoms, damned to follow and witness all of the manifold successes he had enjoyed since their elimination—wailing at him in helplessness and despair as he taught them that his vengeance was not yet done. How delicious that would be!

—but if the third-rate actress wasn't home—
—if she was somewhere else, shopping, or visiting friends—
—there would at least be satisfaction in destroying the Parker home—
No.

He curled his lips, and flipped the wolf's-head closed, shielding the button once again.

It would wait.

After all, he had nothing but time.

Curled up on Jill Stacy's couch, watching local TV coverage of SAFE'S battle with Electro and the Vulture, Mary Jane Watson-Parker could only shake her head in weary recognition. She had watched some scenes many times before, an uncomfortable number of them close up and personal. She had in fact survived two such situations in the past two weeks. But she never got used to it.

This particular coverage was hosted by Jay Sein and Cosmo the K, local radio personalities who specialized in providing New Yorkers with coverage of Manhattan's regular paranormal crises. Their jocular treatment of life-and-death battles was hard enough to take on the radio. Their dark glasses and primary-color wardrobes, designed to mimic domino masks and super hero costumes, rendered them downright offense. "A major move by the Six," Sein noted, with brutal obviousness. "Setting the river on fire checks the authorities and leaves them free to do whatever it is they came here to do." "Which, offhand," Cosmo the K said, "seems to be wrecking stuff."

"Giving the people what they want," said Sein. "That's some ultimate weapon, huh? Setting the river on fire?"

"Not much of one, Jay. It's been known to happen all by itself in Cleveland. Meanwhile, we have word that two more members of the Six, Pity and Doctor Octopus, have been spotted at the Empire State Building, where there's evidently some kind of major action underway. There are also unconfirmed reports of Spider-Man at the scene, though details are sketchy due to weather conditions."

“A rematch made in heaven,” Sein said, “after his stunning defeat of the Six one week ago. We should discourage anybody who wishes to travel to midtown to watch the show. Even if visibility wasn’t poor due to the weather, a front-seat view won’t be anything to brag about if a building falls on your head.”

“That would hurt,” Cosmo the K agreed.

Tuning out the inane banter as beneath her notice, trying not to think of the danger Peter faced at this very moment, Mary Jane turned to Jill Stacy to see what she thought, and found her friend frozen. Jill had the look of a woman paralyzed by the sight of bodies being pulled from a car wreck. Her eyes were wide, her chin was trembling, and her hands clutched one of her throw pillows with such desperation that it might have been the only solid object in the whole world. At first, Mary Jane mistook it as mere fright at the disaster in progress, but it was more. It was memory. Jill had been very close to Gwen, who had died at the hands of a man just as insane as the Six.

Mary Jane said, “Jill?”

Jill’s face was agonized. “Him.”

“Who?”

“Spider-Man. The one who killed Gwen.”

Mary Jane recoiled. “He didn’t kill Gwen. The Green Goblin killed Gwen.”

“That’s what they say. But Spider-Man was there too. He had something to do with it.”

“Yes, he did,” Mary Jane said. “He tried to stop it.”

Jill’s face contorted in pain. “How do you know for sure?”

There was no answer Mary Jane could afford to give to that. She did know for sure. She had known for sure for years. But she’d been given an inside view. It hurt, sometimes, to know that the inside view was denied the vast majority of people. To them, Spider-Man was just another colorful costumed figure bouncing around inside orgies of mass destruction, as much to blame for such carnage as the maniacs he fought. They didn’t know what it had cost him. What it continued to cost him. The ultimate sacrifice it might still someday cost him. They didn’t know that he did it,

not out of recklessness, but out of a sense of responsibility that sometimes overshadowed all else.

Mary Jane wished there was a way to explain her faith in the webslinger without explaining how she knew. But there wasn't.

That was her part of the burden.

So she said nothing, and continued to watch the updates about the river fire and Doc Ock's attack on the Empire State Building. Switching channels to get rid of the DJs, and perhaps to get some better updates, she saw the Dan Rather report that the SAFE firefighters were losing... and, only a few minutes later, the Trish Tilby report that Spider-Man had been killed...

11:37 A.M.

Dr. Octopus had never been one of Mysterio's favorite people. He was a good guy to have around when you wanted to plan a gigantic crime or work out a way to kill a pesky super hero, but the guy had a major attitude problem, even by the standards of people in the super-villain profession. Mysterio was aware that was saying a lot. He was also aware that it was just one of those things that needed to be dealt with if you wanted to accomplish anything.

Even so, Ock was being even more of a pain than usual today.

The Doctor had managed to drag the Olition Field Generator all the way to the observation deck atop the Empire State, and had used his uncanny strength to twist the steel bars of the suicide barriers into supports to lash it in place. Mysterio had in the meantime occupied himself checking the connections between the device and its power source, a circular plate that needed only one focused blast from Electro in order to start the device at hundreds of times its usual intensity.

Mysterio, his vision blurring from the fly or whatever the hell it was, performed his half of the job efficiently, with only minor delays. He considered adding Octavius to his List, but no... there was such a thing as not going completely crazy. Instead, he shouted loudly enough to be heard over the wind: "Back off! These aren't perfect conditions, you know!"

“They’re never perfect,” Octavius shouted back, “when I have to contend with fools!”

“Max will be here as soon as he can!”

“I wasn’t talking about Max!”

And so on. A real charmer, Octavius, even by the standards of this profession. It would be enough to give Mysterio a headache even if he didn’t have one already.

It was just too bad that Manhattan was wracked by a blizzard and not by a lightning storm. In one of those, they wouldn’t have had to wait for Electro at all. The elements would have provided them with all the juice they required. Even better, Mysterio thought, such conditions would have provided a wonderful homage to the Frankenstein films directed by James Whale... one of the only auteurs Mysterio actually credited as deserving his respect and reputation. Whale had been an inspiration to Quentin Beck, both personally and professionally. He would have said this to Octavius, but he thought better of it. The Doctor never reacted well to hearing the word genius applied to people other than himself, even if those people happened to work in other fields. So Mysterio just did his work and mused quietly on what a great movie this would make.

Meanwhile, supported by his tentacles, the Doctor’s pudgy form took the equivalent of one step back from his handiwork. Though not dressed for the cold, he seemed unbothered by the blasts of freezing wind that lashed him so high above the street, nor did he seem bothered by the icy sheen that seemed to have rendered his thick glasses a virtual blindfold. After a moment, he grimaced. It may have been his version of a smile, but it resembled the look of a man who’d just been sucker-punched in the belly. “It will have to do!” he shouted. “I have other places to be!”

Mysterio fought off a fresh wave of dizziness. “If you’re going after the wall-crawler, I’ll join you!”

The laugh that came from Octavius was as soft as a death-rattle, and about as charming; it managed audibility despite the power of the storm. “I promise you, Beck... the wallcrawler’s the last thing on my mind right now! If you want him, he’s all yours!”

Octavius didn't stick around long enough to tell Mysterio what he meant. He just sank from sight. His tentacles, freed now from their previous heavy burden, were able to carry him down the Fifth Avenue face several orders of magnitude faster than they'd been able to carry him and that burden to the summit. That, and the damage the blizzard had done to visibility at this altitude, gave his departure the air of a magical disappearance. Even Mysterio, master of such things, felt a moment of odd discomfort when he reached the edge and saw that the Doctor was already well out of sight.

"I'll be damned," Mysterio murmured.

It was a more or less accurate appraisal, but that's not how he meant it. Doctor Octopus with a hidden agenda was not good news for anybody, not even his teammates. The thought was so unnerving that for just one moment, less than a heartbeat, really, Mysterio, the man who had killed time and time again, who was already this morning a party to threatening Manhattan with fiery holocaust and was now fully prepared to set off an EMP capable of reducing the city to chaos... found himself hoping that Spider-Man would be able to stop Octavius before that madman did something really crazy. But then the thought passed. He remembered the plan. And he turned back from the edge to continue preparing the Generator for Electro's arrival...

I The fleet of SAFE aircars flew low over the blazing river, dumping sheets of flame-retardant foam. The fumes from the blaze, already black and oily, only grew thicker in response. The flames themselves danced just as high and burned just as hot, inconvenienced not at all. Although SAFE containment efforts had shielded Liberty Island and kept the heart of the fire from spreading to south Manhattan, that wasn't going to make much of a difference. Reports had parts of Pier A and Battery Park already smoldering from radiant heat.

Palminetti, tracking the efforts, shouted: "We're losing her! The foam we have left won't do the job!"

"Then it's time to get creative!" Morgan said. "Link me with the Helicarrier!"

The last few seconds before Dr. Octavius retreated from the observation deck.

One of the newest additions to the skyline above Time's Square was a giant three-dimensional billboard advertising the current Broadway hit *Submarine*! The show, now in hiatus while the production searched for a new theatre capable of housing it while repairs were made to the previous venue recently destroyed by Mysterio, was nevertheless well on its way to becoming a New York institution, and therefore deserved advertising as completely tasteless as the show itself. Hence the billboard, a gigantic sculpture of lead actor Morrison Cord's head, looking noble and determined beneath the brim of a navy dress cap. It looked so very noble and determined that not five minutes passed, at any time of day, when somebody down below demonstrated New York attitude by facing down that stare with an equally defiant: "What the hell do you think you're looking at?" People who passed it more frequently—like the city's large population of cab drivers—reported other reactions. Some were downright unnerved, and at least one person had run screaming from the impression that he was being watched.

Thanks to the weather, not many people saw that sign get what it deserved.

The two costumed figures, locked together in a tangle of walloping arms and legs, smashed into its forehead hard enough to make a great gaping crater right between its eyes.

For a moment, the head rocked from side to side, as if in denial of the battle taking place within. Then the top of the head exploded, and two figures burst forth, like children born from the head of an ancient god.

One was Spider-Man; the other the Vulture. They had fought entire wars in the last couple of minutes. It had been a knockdown, drag-out slugfest that had carried them all the way from 5th Avenue and 33rd Street to Broadway and 42nd. The high winds and worsening visibility had made it a sloppy battle for both aerial combatants, their usual total mastery of the high-altitude battleground reduced to a lurching clumsiness as deadly to both as they were to each other.

The Vulture landed on his back on the giant hat brim, sliding backwards on a snowdrift, bracing himself just in time to avoid rolling over the edge. He saw Spider-Man leap toward him, and attempted to knock him out of the sky with a wild kick. Spider-Man leaped over that attack, flipped, changed trajectory in midair when a defensive slash from the Vulture's left wing threatened to cut him in half, and sailed all the way past the Vulture and over the edge. One pair of thwips later, the plunging Spider-Man had landed a pair of web-lines on the Vulture's shoulders. The second his weight pulled both lines taut, the Vulture was yanked right off the hat brim and into open space.

For one terrifying moment, the old man found himself surrounded by total whiteout, unable to distinguish up from down, deadly brick wall from open air. Then he corkscrewed, oriented himself, and sought higher altitude. When in doubt, that's what he always did. That was his element. The insect hitching a ride on those web-lines could wait.

He heard the hated voice of Spider-Man, just behind him. "When will it be enough, Vulchy?"

Higher; higher; let the self-righteous nuisance waste his breath on witticisms. "What?"

"When will you finally have enough money? I've been keeping track, you know! The police haven't found even a fraction of what you've stolen over the years! You must have plenty still stashed away, more than an old guy like you could possibly spend in the time you have left! Do you really need more so badly you're willing to keep hurting people to get it?"

The Vulture executed a hard right and slashed at the wallcrawler, like a puppy trying to catch the tip of its own tail. The very act yanked the weblines, and the wallcrawler at the end of them, out of harm's way. "What would you suggest I do with my life then, fool? Sink into a chaise lounge and spend my retirement watching sunsets in the tropics?"

Spider-Man's response was aghast. "You consider terrorism just a way to keep yourself busy in your golden years?"

"Why not?" The Vulture, who had at one point nearly driven himself further around the bend with the inactivity he found in a planned retirement community, flipped over again. This time the weblines hanging down his

back looped over his shoulders, allowing him to shred them with a quick dash of his wings.

This gave him no satisfaction at all, since there was no longer any annoying crimefighter hanging from them.

No. Spider-Man landed on the Vulture's back. His powerful hands ripped at the padded material of the old man's costume, searching for the insulated power pack that gave the suit its juice. It was a move that had won several of their previous battles for him, and which had been known to backfire when the Vulture electrified the housing. Today, it was just a waste of time. Toomes had discarded the bulky old power pack in favor of a more integrated assembly that threaded throughout his entire suit.

Now, while the wallcrawler wasted his time in search of a nonexistent power pack, all Toomes had to do was find a handy brick wall to scrape against.

He veered toward a building face.

The trespasser on the Vulture's back abruptly leaped off, disappearing into the storm.

The Vulture corrected course. "Is that the best you can do, cretin? Flee?"

Spider-Man's hated voice mocked him, from somewhere impossibly close: "You've seen the best I can do many times, Toomie—at least as long as you still remained conscious! But I'm not going to let you distract me any more today! Not when I have more important people to fight!"

More impor—

The Vulture forgot that this whole fight was entirely an exercise in keeping Spider-Man away from the Empire State Building, and exploded with affronted rage. "*You dare insult me—*"

A scarlet fist shut the old man up in mid-rant. "Yeah, yeah, yeah! Like I'm ever *not* insulting you!"

The Vulture reeled from the impact, lashing out with the edge of one razor-tipped wing. An open-palmed slap, exploding out of nowhere, almost knocked him out of the sky. A second later he gagged as a great wet gob of something burst against his face. He thought it was a baft of congealed web

fluid, but then he swallowed some that had gotten into his mouth and realized it was something far more insulting than that. Slush.

Another punch impacted the Vulture's ribs, knocking the breath out of him, leaving dark spots at the corners of his vision. The Vulture gasped, fighting off unconsciousness, knowing that he needed just one moment to recover before he could rededicate himself to slicing the wallcrawler in half.

But it was not a moment the wallcrawler intended him to have. The next few words were accompanied by almost as many triphammer punches: "You're a real bad egg, Vulchy— but you're low priority today, so I'm going to give you a chance you don't deserve! Stay away from me while I keep your maniac teammates from doing something stupid, and I'll put off knocking you silly 'til later! Get in my way before then and I'll put you down so hard they'll have to paste your feathers on a body cast!"

"Y-you... d-dare..."

The Vulture would have said more, but that's when Spider-Man grabbed him by the shoulders and flung him, as easily as a skipped stone, across a snow-shrouded rooftop. The Vulture bounced once, twice, three times. Each landing would have been enough to cripple a normal man. The final impact, against a brick retaining wall, was harder than the old man would have expected it to be. The Vulture, who had experienced this moment before, and who recognized it as the last heartbeat before another humiliating defeat, flinched and held both winged arms before his face in an attempt to ward off the inevitable *coup-de-grace*, expecting come at any moment.

It didn't.

Several seconds of panting terror passed without incident before the Vulture realized that the worst had been postponed. He lowered his arms, scowled, and saw that he was alone. The arachnid had gone to rejoin the fight at the Empire State.

A sane man would have realized that he was lucky to have gotten off so easily.

A reasonable man would have decided that the web-slinger was right and that it was time to flee to his ill-deserved retirement.

A rational man would have seen no point in pressing his luck.

But the Vulture was none of these.

He wiped blood from his lips, swore to know the pleasure of snapping Spider-Man's neck, and took to the air again.

A few short minutes later.

The object of this latest in a long line of sworn oaths of vengeance was eating up the long blocks between Times Square and the Empire State Building with every ounce of speed available to him, barely even bothering with the casting of weblines as he hurled himself on a zigzag course from one building face to another. He moved with a hundred times the speed and dexterity of the greatest gymnast ever to win Olympic Gold, and he never made a misstep as he negotiated concrete canyons beset by clumps of snow the size of silver dollars... but there was still a desperation to his manner that exposed him as a man who knew he was moving too slowly and too late.

How much time had he wasted dealing with Pity and the Vulture? Was the Generator in place yet?

He tapped his SAFE throat-mike as he took most of a snow-shrouded block in two great leaps. "Morgan! Deeley! Anybody! Talk to me!"

Colonel Morgan's voice came in, even more harried and grim than usual. His crisis analyst Palminetti was audible, shouting in the background. "We're a bit busy here, Spider-Man! What's the sit-rep?"

"The sit-rep here stinks on ice, Colonel! I got badly detoured from the Big Monkey Jungle Gym and I'm still on my way back there! If you can give me an ETA on some reinforcements I'm not too proud to ask for them!"

"Deeley!" Morgan cried. "You getting this?"

Doug Deeley's voice came in, explosions and jet noises audible in the background. "I'm getting it, Colonel!"

"Then brief the hero! I've got my hands full!"

Spider-Man hopped another rooftop and saw the gray shape of the Empire State looming up ahead. The storm reduced it to just a silhouette, bereft of meaningful detail, but he could just barely make out a fuzzy patch on the side of the building...

Deeley's voice came in: "We've inserted a squad, Spider-Man! Last report I received they were still making their way upstairs! But you're going to have to wait a little longer for aircar support! We need every unit we have just trying to keep lower Manhattan from going up in flames!"

The fuzzy patch disappeared behind another faceful of snow, but not before Spider-Man saw that it looked like a great big Daddy Longlegs moving swiftly across the face of the building. The momentary confusion he felt upon spotting his old enemy there-Gee, *hasn't Ock reached the top yet?*— abated almost immediately with the realization that Ockie wasn't climbing up anymore, but rather coming back down.

That didn't make sense. Wouldn't Octavius, with his technical expertise, prefer to stay with his magic machine as long as possible? If only to protect it in case SAFE or Spider-Man showed up intent on smashing it? For one terrible moment Spider-Man's heart sank as the darkest of all possible explanations occurred to him: Ockie doesn't need to stay there any more, he's already set it off. I'm too late.

Then Deeley broke in again, prompting the realization that the SAFE communicators would have been as fried by the EMP as any other electronics. As long as they continued to broadcast signals, there was still time. Spider-Man's sense of relief was so strong he missed what Deeley actually said. "What?"

"—on his way—" The rest eaten by static.

The EMP? Spider-Man tapped his mike again. "Deeley! Come in! Deeley!"

Only an observer with perceptions as unnaturally fast as his own would have been able to spot the moment when he stiffened with realization.

He changed course too quickly, corkscrewing in midair as his spider-sense permitted him to evade the worst of the gathering danger. It was a near thing. The glass face of the office building he'd been about to light upon buckled, glowed, and exploded outward in a shower of pebbled lexar. Spider-Man's midair contortions, as the blast wave engulfed him, were violent enough to resemble an uncontrollable seizure on the part of a body trying to tear itself apart, and not the more accomplished gyration of a paranormal swift enough to dodge shrapnel.

He wasn't entirely successful at that. By the time the blast wave had passed him, a stretch of costume across his shoulder blades flapped in a bloody tatter. There was no pain yet, but he knew there would be if he survived this next few minutes.

The good news was that the static on his SAFE communicator was not the legacy of a citywide Electromagnetic Pulse. The bad news-fas he plunged toward the street forty stories below)—not quite the worst possible news, given today's stakes, but definitely the *bad* news-la man-shaped star flared into existence directly above him, radiating arcs of electricity in all directions)

—the *bad* news, which just might spell game, set and match-fa man-shaped star cackling with his usual idiot braggadocio that he'd been looking forward to this moment for years)

—was that Electro was here.



Chapter Eleven



“This just in!” Cosmo the K cried. “One of our competitors just broadcast an eyewitness report that Electro murdered Spider-Man at an Italian restaurant in midtown!”

Jay Sein, sounding dubious, repeated, “An Italian restaurant?”

“An Italian restaurant! One of the waiters just called in to say he saw it personally!”

Dead air. Then, from Jay, “I thought it was supposed to be mob guys who went that way. Super heroes die defusing doomsday machines.”

“Maybe there’s a doomsday machine at this Italian restaurant.”

“Maybe,” said Jay. “We will have full details on that situation as soon as they come in. Meanwhile, recent reports have the river fire continuing to rage south of Manhattan, and we have no word, repeat no word, on attempts to contact the Avengers, the New Warriors or the Fantastic Four. There’s no telling what this one’s all about, but it looks like this one’s going down to the wire...”

Several minutes earlier.

The multi-agency operation to secure the Empire State Building almost seemed a waste of time, given how long it was going to the various representatives of SAFE, the FBI, and the NYPD to reach the crisis zone at the Observation Deck. The Six had killed the Elevators, which, given the likelihood of booby traps set by Mysterio, the team couldn’t have risked taking anyway. That left the several stairwells, which though not an insurmountable physical challenge for men and women capable of passing the entry exams for SAFE tactical, was nevertheless a frustratingly slow route given how frequently the situation kept changing outside. On the plus

side, the overwhelming majority of the businesses which maintained offices here had closed due to the monstrous weather, leaving the building with only a small fraction of its usual daytime population, and reducing the number of encounters with civilians who had to be ordered to take cover.

SAFE agent Matt Gunderson, leading fresh transfer Cynthia Monella up on the stairwells at a full-speed run, had no illusions about any personal opportunities to play hero. Considering the forces that were at play here, even crack SAFE troops weren't going to be able to provide much more than tactical support. He also knew that if there was any contribution he could make, he was darn tooting going to make it.

He did think darn tooting, and not any harsher phrase, courtesy of his upbringing by a Minnesotan lady sheriff who had always frowned on language more explicit than that. He was sometimes kidded by fellow SAFE agents who found his speech patterns a little gee-whiz, but he had never turned his vocabulary any bluer in order to fit in. After all, his Mom was tough enough to take on kidnappers and murderers, and she never said anything worse than "Oh, my." Following in her footsteps, he could say "darn tooting" and mean it as sincerely as another man would have meant an oath that curdled milk. It was just the kind of guy he was, darn it.

The walls around them rumbled as if from some distant explosion. Training drove Gunderson's back against the wall while he waited for the sound to fade; he glanced at Monella to make sure she had done the same, and was gratified to see her in place. Homebred Brainerd gallantry made him ask: "You okay?"

Grim-faced and covered with sweat from the climb, Monella still showed enough guts for another hundred stories. "Don't worry about me."

"Is that a yes, I'm okay?"

"Yes." She wiped sweat from her brow. "That wasn't the EMP, in case you're wondering."

"I wasn't." His earpiece was still broadcasting all-clear from the other teams.

"An EMP generated by this device would be silent."

Gunderson knew that too, but had no problem with the reminder. He waved Monella silent as he listened to an update from one of the other

teams. “It’s nothing from inside the Empire State, and it’s not part of the mess below the Battery. Walsh places it at about four blocks uptown. He—” There was another rumble, just as distant, but like the first strong enough to vibrate the walls. He swallowed. “Oh my. That sounds like a war.”

Monella’s grimace was a testament to the power of painful memory. “Like a war I’ve heard before. That’s Electro, blowing up things.”

“But the Six would need him here, to power the Generator...”

“Yeah—but he’s an idiot, and he must be taking on our pet hero. Which means we might be able to wreck the Generator before he gets to it.” Another rumble, this one (encouragingly enough) more distant. Monella shuddered, pushed herself away from the wall, and faced the stairs with an urgency that was practically longing. She clearly respected the chain of command enough to wait for the senior Gunderson’s authorization before moving on. But when the next rumble came, she just as clearly tensed with the need to press on, to stop this, to earn back a little of what the Sinister Six had taken.

Gunderson, admiring her gumption (another of his mother’s favorite words), smiled as he gestured toward the next flight up. He and Monella hit the steps at a hard run, their SAFE-issue ion blasters cocked and ready. Maybe, he thought, they could make a difference in his battle after all.

But that was before they encountered a whirlwind.

:43 a.m.

The world outside the limousine was a sea of snow, piling up on the glass almost as quickly as the straining windshield wipers could sweep it away. Other cars were visible only as the glowing globs of red that represented their brake lights. The only forward progress came in sudden, spastic jerks of one car-length or less.

The Gentleman had hoped that abandoning the Van Wyck in favor of Long Island’s intricate web of side streets would result in faster progress—but, alas, the subhumans who traveled this roadway were not completely brainless, and a large number had concocted the same plan. The exit lane was clogged with such brilliant refugees. The Gentleman, despairing of his ability to deal with these subhuman idiots, feared that the escape would be a poor one, and that the side streets would be similarly overpopulated with

specious American fools who had no idea where they were going and therefore insisted on flouting as many traffic laws as possible just fighting their way back to territories they recognized.

The Gentleman rapped the back of the driver's seat with the head of his wolf's-head cane. "May I remind you that we're operating on a strict timetable here?"

"I'm sorry," said Serge, squinting at the snow-shrouded world up ahead. Red lights flashed, somewhere in that impassable muck. "That's an ambulance up there. Somebody must have had an accident or something. We're going to have to wait for the police to wave us through."

"Can't you do something?"

"They don't normally consult me," said Serge. His tone was nothing if not professional, but it was impossible to avoid the insolence in the words themselves.

The Gentleman's eyes narrowed. He didn't allow proletarians of Serge's ilk to speak to him in such a manner, even if the point itself was well-taken. Later, when he was past this obstacle, and the situation was less dire, he would have to place the slope-browed fool on his long list of individuals who deserved to be taught a lesson for their effrontery. "And when we get past this?"

"Most people will be getting off the road," Serge said. "We can probably get to the airfield within forty minutes. Getting off the ground then will be entirely up to you."

More insolence. Showing teeth now, the Gentleman fingered his wolf's-head cane, wondering if Serge had any progeny still in infancy. Pursuing a fresh vendetta until they reached adulthood would be an excellent way to keep himself in good spirits for the next few decades. He might even arrange for them to have super hero origins like the pathetic Parker, just to ensure that the game remained interesting.

But that was a thought for the future. Right now, the last phase of the plan still lay ahead. And it needed to be performed quickly, before the madmen he had left behind figured out just how brutally they had been betrayed.

He whispered a single word: "Hurry."

“Yes, sir,” said Serge.

Also 11:44 a.m.

Mysterio, whose costume had taken on an all-white coloration to better hide him behind the waves of plummeting snow, stood guard over the Oltion Field Generator as the city rocked with the sound of nearby explosions. Visibility was so poor that he couldn't discern the explosions themselves except as bursts of distant light, but they were clearly the signature of his old teammate Max, blasting Spider-Man back and forth across the city. Mysterio would have bet a small fortune that Electro was taking his time about it, too, too busy enjoying himself to remember the main point of today's festivities.

Max had always been easy to distract that way.

Mysterio said something he had said about Electro any number of times in the past. “That idiot!”

Still 11:44.

Spider-Man's latest leap carried him four stories straight up, but the updraft from Electro's latest explosion rose even faster. He hurtled skyward atop a pillar of super-heated air. The web-shield he had spun to protect himself from the worst of the scorching heat flared, glowed, and then vanished in a puff of ash and steam. Spider-Man tumbled past the zone of unbearable heat, and found himself savoring a brief taste of the day's true cold before he had to spin another shield to take the brunt of another explosion. This one was close, real close. It was white-hot and deafening. It felt like a coming attraction for the end of the world. The concussion wave sent Spider-Man hurtling backward, slamming him into a rooftop just as a crackling sphere of ball lightning vaporized an air vent arm lengths away.

The glowing man floated above him on an arc of pure crackling energy. “Tired, Spider-Creep? You sure look it! Me, I can keep this up all day!”

Leapfrogging past another series of lightning-bolts that reduced the rooftop behind him to a cratered ruin, Spider-Man didn't doubt it. This was easily the worst trouble he'd been in all week.

The thing was, the days when it had been possible to take Electro down with a well-aimed bucket of water were over and gone. Max Dillon was something much more, since his last power-up. He could bat Spider-Man

back and forth across the city like a wiffle ball, secure in the knowledge that the webslinger wouldn't be able to counter him with the fancy footwork or insulated-glove haymaker that had, once upon a time, often reduced the last seconds of their bouts to comical anticlimax. These days, Electro was a force of nature. He was a creature of cataclysmic power on the level of a Magneto, held in check only by an attention span about as limited as Homer Simpson's and a level of ambition about as grandiose as any other third-rate thug's. That didn't make fighting him any less suicidal. But along with the limited protection afforded him by the special insulated costume provided him by SAFE, it gave Spider-Man the only advantages he had. Frankly, they didn't seem to be enough today. Spider-Man would have been killed a dozen times over already, were it not for Electro's insistence on having his not-so-little fun.

If only the guy would stop crackling.

It would feel so good, after all this *mishagos*. to take him out with a common, everyday sock to the jaw.

"You know what I think I'll do?" Electro shouted, his voice amplified by the forces within. "I think I'll keep you hopping from building to building 'til the whole city's rubble! It'll be fun to see who lasts longer—you or the architecture!"

"Kinda repetitious, don'tcha think?" Spider-Man snagged a distant cornice with a webline and sailed around the next intersection. "Even Super Mario gets to the next level sometime!"

Electro pursued him in a streak of light. "You'll know the second it gets old to me, bug-man! Because you'll be dead!"

Spider-Man tsked. "Now, that's the kind of flawless logic that makes life with you such a joy! You ever think of running for office?"

The webslinger released his webline, dropped four stories, rebounded off a stalled bus, then ricocheted from one side of the street to the other in a dizzying series of zigzag leaps that carried him from street level to forty stories up in a manner of seconds. That was how he had to fight Electro nowadays, by staying on the move, and fleeing as fast as he could until some kind of opportunity presented himself. Unfortunately, today, with the concrete canyons of Manhattan turned to wind tunnels under assault by

waves of lashing snow, it didn't seem like that was going to be anywhere near enough. The very elements that were taking such a toll on Spider-Man couldn't even touch the will of a man whose power made him his own native heat source.

As long as I keep him away from the Empire State, Spider-Man thought. If I can keep him busy with me, then maybe SAFE has a chance.

Given how easy it had always been to play with Electro's head, it was a reasonable thing to hope for.

Given how powerful this new version of Electro was... and how quickly he moved, even by Spider-Man's standards... it qualified as the blindest wishful thinking imaginable.

Because even as he climbed for the sky... Electro was once again above him.

"You don't get it, do you?" the human dynamo raved. "This ain't like the old days anymore, webslinger! You can't outrun me, outfight me, or even outthink me! I'm a class act now—and I'm gonna teach you so you never forget!"

"Uh huh! Is this one of those things I'm supposed to remember after I'm dead?"

As Spider-Man descended toward streets turned white with gathering snow, he made for a certain sewer grate that had provided him an emergency escape route more than once in the past. If he could break through that, take this fight underground, and trick Electro into burying himself in a cave-in of some kind, he might—repeat, might—be able to not only live through the next few minutes, but also get back to the Empire State in time to make a difference. It wasn't a great plan, but he didn't have time for great plans. He didn't even have time to worry about Pity, or worry about where Doc Ock had been rushing to. He just had to act.

Two stories above a street filled with huddled figures in tightly-fitting coats, he suddenly knew that he had run out of time.

He would never get near that grate today.

The source of the danger that pursued him had just moved. It was no longer above him or behind him or some great distance away from him. It

was here.

He had just enough time to cry out before the explosion blew him out of the sky.

Still 11:44 a.m.

Beneath the East River, and continuing to accelerate.

The gleaming adamantium skimmer racing toward Long Island at seventy miles per hour was the size of a Minivan and the speed of a Ferrari. It used the city's ancient subway lines, following a complicated series of protocols that prevented violent confrontations with any of the city's more conventional subterranean vehicles. Twice it seemed trapped behind poky commuter trains traveling at a comparative crawl. Twice it folded up into a box just large enough to accommodate a prone man, leaped off the tracks, and rocketed along the top of the train just ahead, raising sparks along the roofs of each car as it leapfrogged what the city was arrogant enough to call rapid transit. Each time it sailed off the lead car, descended with perfect accuracy toward the tracks, and reengaged, picking up even more speed as it continued down the tunnel.

Most passengers locked inside such an insane vehicle would have been screaming with terror and vertigo as it careened along the tracks wracking up enough G's to pin them to their acceleration couch.

Doctor Otto Octavius, who had cobbled together this little toy several years earlier during his Master Planner phase, barely noticed. He saw the journey as nothing more than the sum total of course/speed vectors. As for the skimmer itself, it was but a minor achievement of his genius, one that he normally had little use for. Under most circumstances his magnificent tentacles were more than capable of taking him anywhere he deigned to go. But even they couldn't carry him overland at more than fifty miles an hour... and today he needed to reach a certain private airfield somewhat faster than that. His timetable being too tight to take chances, he had just last night retrieved the vehicle from one of several armories he maintained beneath the city streets.

Cocooned in his tentacles, facing a control panel that reduced the pre-programmed journey to a mere measurement of distance traveled, he thought of nothing but revenge. Not revenge against Spider-Man—which,

though an achievement still worth fighting for, remained rather low priority at the moment. Revenge against another, who had so recently had the temerity to treat the great Octavius like a fool.

Octavius knew no crime more worthy of an agonizing death.

Still 11:44 a.m.

The whirlwind that greeted Agents Gunderson and Monella was a flash of white innocence trailing darkness like a banner.

Pity dropped down from one of the upper flights, sweeping her right leg in a kick that missed Cynthia Monella by inches and instead dug a deep gouge in the wall of the stairwell.

Monella, registering only a black-and-white blur, fired her ion blaster, knowing even as she did that she was only human and therefore far too slow to get the drop on a combatant capable of trading punches with Spider-Man. The white blur moved in some way too fast to perceive, and the broken, sputtering remains of the blaster smashed to pieces on the opposite wall.

Monella dropped, feeling a burst of cold wind as something moved impossibly fast over her back. Whatever it was missed her and hit Gunderson. Gunderson made the sound all men make when struck hard in the diaphragm. His ion burst cratered the opposite wall. Gunderson grunted again as he hit the floor of the next landing down. Monella went for a spare blaster strapped to her left leg, then cried out in pain as something moving too fast to follow deflected her hand. She scrambled backwards, and reached for the same holster with her other hand, only to be deflected by another slap.

She knew then that she had no chance to win.

Not against a foe whose assaults came faster than a normal human being could think.

One half-flight below. Matt Gunderson cried out: "Mondial Look out!"

Like that helped.

The whirlwind passed over Monella again, once again trailing darkness behind it. Monella caught a quick glimpse of Pity's leg, and did the only

thing she possibly could under the circumstances. She grabbed for the girl's ankle.

It was a desperate gesture, which should have been futile as well. After all, the briefing had reported Pity's reflexes as being in the same league as Spider-Man's. The grab should have been deflected as easily as Pity deflected Monella's attempts to draw her spare weapon.

It wasn't.

Monella's fingers closed around Pity's right ankle. She twisted, hard, in an attempt to knock the paranormal assassin off balance. Miracle of miracles, that worked too. Pity tumbled and fell, landing as flat on the landing as Monella had a moment before. Monella, unable to believe that taking out a Sixer could possibly be this easy, but unwilling to surrender even with this most fleeting of chances, hurled herself forward, landing on Pity's back. The body pinned beneath her felt small, even girlish, her costume both wet from the snowstorm outside and so silky it felt like tissue paper next to the stony muscle of the flesh beneath.

Feeling the power in that back, Monella knew again that the fight was going her way too easily. Pity should have been able to tear her to pieces. Something was wrong.

Gunderson gave more useless advice as he raced up the stairs. "Hold on!"

Monella wrapped an arm around Pity's neck and pulled the smaller woman's head back. She caught her first glimpse of Pity's face as she did so. Although Pity hadn't been part of the slaughter at Rand-Meachum, Monella had seen enough photographs and video footage at the briefing to expect the youth, the impression of wounded innocence, or even the big brown war-orphan eyes set off by the vertical scars on each cheek. But she was still stunned by the forces at war on that face. This wasn't the look of a ruthless killer, or even the terrorized slave Spider-Man had insisted her to be. It was a convulsing mask, twitching and grimacing as it was stretched to the breaking point by some kind of subsurface conflict.

Gunderson knelt beside them and reached for his belt. "If we can lock on the power-dampeners, we'll—"

Monella felt her prisoner tense, "—no—"

They had never had a chance.

Pity erupted. Her limbs spasmed and her spine arched as she propelled herself off the floor in what felt like a violent act of will. Monella, thrown clear, slammed into Gunderson and rolled with him into a tangled unsightly heap. Pity, strobing waves of light and darkness that gave the stairwell the feel of a flickering silent movie, landed on her feet and glanced at the two SAFE agents, her expression blank but for regret.

Then she moved toward them.

Gunderson went for his throat mike, to summon aid. Pity, moving like a streak of light, had him by the wrist before he even got close. Gunderson winced at the force of her grip, then watched with the most stoic expression possible as she drew back her other arm for a blow destined to kill him instantly.

Monella, like her senior partner, braced herself for a quick kill. It was inevitable. Flashing back to the moment of Judi Goodman's death, Monella felt not fear but a terrible, helpless rage.

The stairwell went pitch-black.

Less than a heartbeat later, it filled with light again. Both Gunderson and Monella stared at empty air where Pity had been, almost unwilling to believe that they were both still breathing.

"She almost killed us," Gunderson said.

"She could have," Monella said. It would have been easy... as easy as the slaughter at Rand-Meachum. She saw the vague outline of an explanation, didn't want to accept it, but was finally forced to murmur an epiphany that still made no sense to her. "I think... she was trying not to."

:49 a.m.

Nathaniel Bumpo, professional work-at-home envelope stuffer, had been provided that name by a father who doted on the novels of James Fenimore Cooper, and who imagined that such a monicker would influence his newborn son toward an athletic love of the great outdoors.

It didn't take.

Mr. Bumpo had not developed into a rugged outdoors-man, but into a worshipper of fast food. His day was a never-ending journey from pizza to

french fries to burritos and back again, all consumed in vast quantities, all applied directly from stomach to arteries, producing a body shape best defined by the number of times he had needed 911 assistance to pry him loose from bathtubs and narrow doorways. He was, in short, a pair of parentheses stuffed with lard. He didn't get into midtown much. He usually stayed in his little apartment in lower Manhattan, subsisting on disability checks, his envelope-stuffing business, and his neighborhood's vast array of fast-food home delivery services—an existence that others might have thought of as constrained, but which was positively joyous for a man like himself, whose brain's pleasure center was almost entirely wired to his taste buds. And it must be said that he shared this joy whenever possible. The fellow residents of his apartment building always appreciated the warm hellos and kindly conversation he was always there to provide.

Travel, especially in stormy weather, presented special hardships for Mr. Bumppo, but there were errands he needed to run in midtown, and he had gotten his hands on some coupons for All-You-Can-Eat Lasagna at Vito's Pasta Trough, so why the hell not? He could sit at his center table (being unable to fit in one of the scandalously tiny booths) and test the boundaries of "All-You-Can-Eat" while the view through Vito's giant picture window provided him with a panoramic vista of Mother Nature assaulting the city in all her fury. It was like, you know, being warm and cozy in a huge inside-out snowglobe that catered.

He even had company, of a sort. There was another man, at least as large as himself, taking similar advantage of Vito at another table, while pretending to listen to his skinny girlfriend's rants on liberal politics. This other man wore a red flannel shirt and a green hat with earflaps. He ate almost as incessantly as Mr. Bumppo, and came up for air only to say, "Yes, Myrna," whenever his girlfriend paused to breathe between jeremiads on the Male-Capitalist-Reactionary-Racist-Colonialist Power Structure. The other man occasionally winked at Mr. Bumppo, sharing with him the awareness that it was the food that mattered, with all else reduced to soundtrack music.

Mr. Bumppo, who had sat down to his expansive meal at about 10:30 A.M., and who found each heaping dish of steaming pasta even more splendidorous than the one before, had virtually no complaints at all—with

the possible exception of the ambience, since the massive booming noises which had been tearing down the avenue for the last seven minutes or so were completely drowning out the Dean Martin jukebox song about the moon hitting your eye like a big pizza pie.

He was just being delivered another huge slab of lasagna dripping with meat sauce when the picture window imploded in a shower of broken glass. A figure in red-and-blue spandex, smoking at the edges, hurtled through at what looked like terminal velocity, skipped across four of Vito's fancy formica tables, and landed, hard, atop Mr. Bumppo's plastic-flower place setting. The impact looked pretty painful, but it was still a flawless landing in that the figure in spandex didn't disturb anything on Mr. Bumppo's plate. The figure was sopping wet from snowfall and glittery with the remains of broken glass. A three-bulb traffic signal, complete with length of shattered power line, lay on the table beside him, having somehow joined him on his hurtling journey to this impasse. Mr. Bumppo, who barely heard the horrified shouts of the man in the green flannel hat and his Marxist-fanatic girlfriend, peered down at the man who had just so violently joined him for lunch, took particular note of the web-patterned stocking mask with its two teardrop-shaped eyeholes, and found to his consternation that he even recognized the guy from frequent perusals of the New York *Daily Bugle*.

"Spider-Man?" he ventured.

"Oh boy," the super hero on the table moaned. "This isn't happening."

The restaurant's lights flickered ominously, and snow swirled through the remains of the shattered window. Lightning arced in the streets outside, burning so bright that it cast purple afterimages on Mr. Bumppo's retinas. A high-pitched, arrogant voice, amplified to the volume of thunder, wafted through the opening, easily overpowering the howl of the wind: "What's the matter, bug-man? Don't you like that? Don't you have some kind of snappy comeback to show me how clever you are?"

Spider-Man didn't leap off the table and fling himself back onto the street in search of another righteous whupping. He just remained flat on his back, shook his head to clear whatever dizziness the impact must have inflicted, turned toward the still-frozen Mr. Bumppo, and murmured:

“Play along with me, willya, sir? This next move is going to make super hero history.”

“Uh,” Mr. Bumppo said, “... sure, I guess...”

With the speed of thought itself, Spider-Man seized Mr.

Bumppo’s plate of meat lasagna and upended it onto his own chest. Warm savory sauce, hot enough to steam before the restaurant’s precipitous drop in temperature, and positively smoking now, streamed down his costumed ribs in rivulets of messy high-calorie goodness that pooled in puddles along his arms. The lasagna itself fell flat against his spidery chest emblem, to form a glistening mound that even close up looked like flesh ripped into a horrific wound.

Spider-Man completed the illusion with a single ragged shard of glass, plucked off the table and impaled on the impromptu pasta-sculpture like a dagger that had just pierced his heart.

The insane, unnaturally-amplified voice in the street outside cried out: “No answer, Spider-Man? Then here I come!” A crackling ball of energy in the shape of a crewcut man levitated through the shattered window, surrounded on all sides by arcs of electricity and the puffs of steam that represented snowfall turning to steam from his very presence. Glowing like a star, laughing maniacally as his eyes spat out sparks, he exuded power in its most terrible form: the potential for pure destruction, guided by a will mad enough to use it. His costume, a green bodysuit with a chest emblem of matched lightning bolts, was downright banal in the face of the madness that burned in his eyes. Mr. Bumppo recognized him, too. also from repeated exposures to the *Daily Bugle*. It was Electro, the Human Power Battery.

The Marxist girlfriend of the man in the green flannel cap made high-pitched squeaking noises. The waiters cowered. Somebody shrieked in the kitchen: a waiter shouting to some radio station that he had just witnessed the death of Spider-Man. The man in the green flannel cap, unperturbed, merely sucked tomato sauce off his fingers.

Electro cried out: “Where’s the wall-crawler? *Where?*”

Mr. Bumppo was astonished to find himself able to speak: “H-he’s dead.”

Electro's gaze flickered toward the table where Mr. Bumpo sat. He floated over to his side of the room on a cushion of pure crackling light, and peered down at the still-dripping, still-steaming form of his supine foe. Exultant victory warred with what had to be most bitter disappointment on his callow, wolfen face. He reached out, clearly tempted to prod the corpse to make sure it was real. But revulsion, propriety, or perverse respect for the dead made him pull back. He looked up, and stared Mr. Bumpo in the eyes. "You witnessed this," he said. "Remember it was me who got him. Not Beck, not Toomes, not even Octavius. Me. Max Dillon. Electro. I was the one who got him. Make sure the newspapers get it right."

Mr. Bumpo was aware that his hair was standing on end, though whether from fear or his proximity to this human energy source remained open to debate. "Sure."

"Tell them his death was an offering for the woman I love. Her name is Pity. Stress that part. I want to read it in tomorrow's *Bugle*."

Mr. Bumpo felt hilarity building at the back of his throat. "Okay."

Electro threw his head back and laughed long and hard, holding on to his hilarity even as his arc of lightning carried him back across the now-freezing restaurant and out the shattered window. He cried out as he went: "*Do you hear that, world? After all these years of humiliation, I was the one who got him! And I'm the one who'll set off the disaster he tried to stop!*"

His laughter was sweeping an exultant, audible long after he sailed up into the storm, and out of sight.

Mr. Bumpo blinked many times as the glow faded. He fought back a burp, glanced down at the sauce-covered wall-crawler, and made what he supposed was eye contact with the guy, though the hero's opaque lenses made that impossible to tell. There seemed no possible reaction to the experience of watching a super hero successfully defeat a villain using Italian food. He had never heard of such a thing, and firmly believed that he would never see its like again. After what seemed a million years, populated by the whimper of whipped waiters, the soft sobs of the mock-revolutionary named Myrna, the tinny voice of an over-the-counter television already passing on the inaccurate report of the webslinger's

death, and the self-satisfied noises of the man in the green cap, Mr. Bumpo somehow managed a comment anyway: "That guy was an idiot."

"He gets that a lot," Spider-Man allowed. He rolled off the table, landed on his feet, scraped the worst of the culinary goo off his chest with one gloved hand, and said: "Now it's my turn to remind him exactly why. Sorry for disturbing your lunch, folks."

Spider-Man seized the traffic light by its cord and leaped from the shattered restaurant in two giant bounds.

Mr. Bumpo sat there blinking as the restaurant grew cold.

It had been, he decided, an interesting morning.

Just the sort of thing a man needed to work up an appetite.

:50 a.m.

Mysterio, who was not feeling well at all, whose face ! inside his opaque-bubble helmet was clammy with sweat, nevertheless maintained a defiant stance as a dark patch in the storm grew close and resolved itself into the form of the Vulture. The old man looked almost as bad as Mysterio felt, i even for him, his cadaverous, old-man face granted an unsightly sheen from all the falling snow that had melted against his skin.

"What's taking so long?" he demanded.

"I... don't know," Mysterio said, hoping that the Vulture wouldn't notice the less-than impressive strength in his voice. "Still waiting for Max. I think he was fighting Spider-Man."

"And you didn't do anything to help?" . "I'm protecting the Generator." It was a handy excuse, when right now it was all Mysterio could do to stand.

The Vulture would have scowled if it wasn't his usual facial expression regardless. "I'll go find him before he blows it for all of us. If Spider-Man shows up, leave a piece of him for me."

"I'll do that," Mysterio said, a weak and uninspired comeback indeed from a self-proclaimed genius who normally took pride in the dialogue he wrote for himself. He still made it sound like a grim vow, powered by confidence; being the master of showmanship, he could do no less.

The Vulture, grimacing, disappeared into the storm.

:52 A.M.

Electro was flying high in more ways than one.

Looking down on Manhattan, performing loop-de-loops of sheer exuberance as he inflated his false impression of Spider-Man's death into unqualified success in his ongoing campaign to woo Pity, he exulted in the beauty of the blizzard that whipped him on all sides and the gloriousness of the city below. Firing lightning bolts in all directions just to share his happiness with the world, ranting that he had just accomplished what Ock and Venom and The Green Goblin and Doctor Doom had never been able to do, and at the same time rehearsing the witty romantic badinage that would burble from his suave lips as he squired the lovely Pity hither and yon, he embodied not just his usual sociopathy but also the truism that love makes fools of us all, especially for those of us who already happen to be far from the swiftest bulbs in the marquee.

A man who didn't function as his own personal heating system might have raced to the Empire State at top speed, less out of urgency to complete the plan than a pressing need to get this nonsense over with. To Electro, who made the air around him toasty-cozy, who evaporated the snow before it touched him, and whose mood would have been enough to warm him in any case, the windswept veils of snow that lashed him on all sides were not aspects of a Mother Nature enraged. They were just the caresses of a world intent on providing this moment with as much lyrical beauty as possible.

His loopy flight path and gratuitous fireworks were, in short, the maniacal super-villain equivalent of Gene Kelly performing "Singin' In the Rain."

He was, in fact, so very far gone in his romantic fantasies that as he flew low enough to take in the sight of streets blanketed by whiteness, the words "winter wonderland" passed through his mind with no ironic intent.

But he wasn't gone enough to forget that he still had something to do today.

The Empire State loomed up ahead.

In a few short seconds, he could do what needed to be done, and win Pity once and for all.

:55 a.m.

With the latest in a long series of leaps from building to building, Spider-Man alighted on the 33rd Street Side of the Empire State Building. He landed twenty-three stories up, and hit the wall running. Running was the accurate term here. He didn't speed-crawl, which was usual method of climbing buildings in a hurry, but rather ran perpendicular to the building face as he ran on two legs.

This was a good measure of his desperation. The soles of his feet were more than capable of clinging to walls without any help from his equally adhesive palms, but he still liked to use all four limbs when possible. The improved grip was always a plus this high above the pavement, especially with the world so densely populated by maniacs itching for a chance to pry him loose. Given today's blizzard conditions, using both hands and feet would have been an especially good idea. But speed-crawling was just a hair slower than an all-out run... and his spider-sense was even now screaming at him that these were fractions of a second he just couldn't afford.

As he ran, he was unable to see anything more than ten stories above him, but he didn't need to. Every sense in his body screamed that the moment was here and the time was now.

It was happening.

He could follow a certain nexus of bright light hundreds of feet above him: it was diffused by the storm, but it couldn't be anything but Electro, coming to set off the Pulse. Even given Electro's tendency to rant first before he did anything important (a character trait he shared with many of his colleagues, that had long served Spider-Man and his fellow heroes well), that nexus of light was still too far away. Spider-Man was going to get there too late.

Maybe only a few seconds too late. Maybe less.

But too late nevertheless.

Forty seconds earlier. 11:54 a.m.

Mysterio, whose headache had just been joined by an overwhelming nausea, nevertheless almost jumped up and down with relief when the glowing form of Electro finally emerged from the storm. He shouted: "Max! Was that you fighting Spider-Man?"

Electro pointed at the sky and emitted a shower of sparks from his fingertip. “Yup. It was also me killing him.”

“What!?!”

“You heard me!” Electro cried, so proud of himself that he performed a little jig on his platform of coruscating energy.

“Did you see the body? You can’t be sure unless you saw the body!” Mysterio had not only learned this rule from bitter personal experience, but learned to exploit it for his own benefit.

“Yup. No mistaking it, either. I made a hole in that creep’s chest so big that his guts poured out.” Another shower of celebratory sparks, each as bright as a miniature sun.

Mysterio didn’t know whether to be delighted or enraged: delighted that the wisecracking hooded thorn in his side was finally gone, or enraged that it had to be Electro of all people who finally managed it. It disturbed him, in the end, to feel only a great, draining emptiness (though whether that was because of his current depleted condition or an actual, unexpected feeling of grief remained beyond him). He decided to belay judgment until he could be sure it wasn’t just Max being stupid again, and refocused himself on the task at hand. “Max—”

“I can’t wait to tell Ock and wipe that superior grin off his face! Or Pity, for that matter! I did it for her, after all! Do you know she—”

Mysterio, who may have been the only member of the Six constitutionally immune to the appeal of their waifish distaff member, set off one of his costume’s many sound-effects generators before Electro could go off on another tangent. The blizzard a thousand feet above Manhattan suddenly filled with the thunderous sound of stampeding elephants. Mysterio’s amplified voice rolling deep and resonant over the din: “NEVER MIND! JUST ZAP THE GENERATOR SO WE CAN GET OUT OF HERE!”

Electro glared at the Generator as if annoyed by the reminder that it was still there, and extended both arms toward a certain power-absorption interface that Octavius had installed. “Yeah,” he said. “Why not? After all, I already took care of the fun part...”

:55 a.m.

Spider-Man was still racing up the building face.

A patch of storm just above him darkened and resolved almost immediately into the shape of a gigantic bird of prey.

It was the Vulture in full power dive, coming for him, his perpetual snaggle-toothed grimace twisted into the leer of a monster who believed that vengeance was finally his.

Spider-Man didn't blame the old coot for thinking that. It was a textbook attack that normally would have peeled the wallcrawler right off the side of the building.

Today it was pathetic.

Spider-Man didn't even break stride. He still had the traffic light with its long length of power line. He swung it around his shoulders in a parody of a cowboy's lariat and hurled it at the attacking old man, striking him right in his ugly slit of a mouth.

Still diving, but thrown off-balance by the pain, the Vulture might have flown away to recover. He might have lashed out with his razor-sharp wings. He might have cried out yet another version of the usual threat about dropping the webslinger's mangled body from a height. But he didn't have enough time to do any of this. He was too busy reeling beneath a blitzkrieg of punches from an angry red-and-blue blur, so many in less than a heartbeat that it scarcely seemed possible. The first blow deflected the Vulture's power dive so effortlessly that the aghast old man was not only halted but actually propelled upward. The second and third and fourth and fifth pummeled his ribs and his shoulders and his jaw faster than any possible attempt to defend them. The next slammed him hard against the Empire State, destroying something vital in his flight suit. The ones after that were so unrelenting they shamed the worst of the storm. They all happened in less than two seconds. They happened so quickly, in fact, that the Vulture was both defeated and hurtling through a glass window, into the showroom of a fashion importer, before his reeling brain even registered that he'd been struck the first time.

Spider-Man, who hadn't even lost step, who was still racing at top speed toward the bright lights up above, was not encouraged in the least.

He could feel it.

This was the moment.

The Generator was being fired up now.

And he'd been right about not getting there in time.

:55 a.m.

Electro's hands disappeared in twin spheres of expanding light, building up the potential for the blast less than fifteen seconds away. He could just zap it now, of course; he certainly had enough juice. But Octavius and the Gentleman had both stressed to him that the riches to be won here increased in direct proportion to the damage done by the Electromagnetic Pulse—and Electro was determined to give them everything they'd asked for and more. Not just enough to blanket the city. Maybe enough to take out the whole State.

Ten seconds now. Nine. Eight.

Then he lost patience, thought what the hell, and fired.



Chapter Twelve



Two seconds earlier, Sean Morgan had shouted: “*Now!*”

The three dozen SAFE aircars in position over the Empire State, just now dispatched from the other crisis south of Manhattan, all opened their bomb bay doors at once, releasing what initially might have looked like clouds of free-floating metallic hornets. The flimsy objects seemed as helpless before the wind as all the other flakes of snow in this blizzard. For a fraction of a second they seemed about to disperse in a manner that followed the chaotic pattern of the storm, but then they all seemed to listen to the dictates of one guiding mind and changed direction, moving against the prevailing direction of the wind to surround the glowing man who hovered just off the world’s most popular observation deck.

They engulfed Electro just as he thought, *What the hell*. and fired.

The supercharged air around Electro acquired the brilliance of the sun as the hundreds of thousands of shards of metallic chaff, divided equally between those carrying positive and negative charges, diffused his blast. A hundred windows on that side of the building blasted inward in explosions of pebbled glass. The building face pitted and cratered. An explosion on the observation deck walkway hurled Mysterio through the plate glass window to the gift shop. The Oltion Field Generator roared with energy, blanking digital clocks and wiping hard drives throughout the top fifteen stories of the Empire State before it died, deprived of the energy source it needed to run.

That happened when the clumps of positively and negatively charged chaff, attracted to each other by the force of their opposite polarities, converged on the man-shaped nexus of energy at their center.

Electro, terrified, unable to understand what was happening, tried to evade them. But they followed. He tried to blast them out of the sky. But there were too many of them, and they were ruled by the very laws of nature that powered him. The chaff attacked him on all sides, pelting his chest and his back and his legs and his face, covering him in layers, even cutting off his attempt to scream as one ragged wad the size of a baseball plugged his open mouth.

His glow flared. Then faded. The titan so recently exulting in triumph became just a figure entombed in copper and silver. His light went out. He started to fall.

Only one of Electro's eyes was entirely covered. The other could still make out a pinprick of sky through a gap in the chaff. That eye saw a spinning kaleidoscope of images as he tumbled head-over-heels toward the earth: first a panorama of shattered windows, then a gray sky scarred with streaks of snow, then a vertiginous drop toward a ground too far away to see, then the shattered windows again. The kaleidoscope sped up, and the images turned to blurs, as gravity pulled him faster and faster toward terminal velocity.

It occurred to him that he could try switching his own polarity. He could do it fast enough to repel the chaff with explosive force. The shrapnel might take down whoever had done this to him. It could work. Whatever. He had to do something fast, or he was a dead man. And he didn't want to be a dead man. He had so much to live for, with a goddess like Pity in his life. A family. Children. World domination.

He might have managed an escape, too.

But then he spotted something through his one unobstructed eye. Something approaching him in arc of red and blue primary colors. Something that had no reason to be here, because it should have died.

It was denial more than fear of death that made the man once known only as Max Dillon try, unsuccessfully, to scream.

The sole of Spider-Man's left boot filled his field of vision, like a red flag signaling yet another in a long series of defeats.

:56 a.m.

Palminetti exulted. "It worked! The webslinger's a genius!"

A rare grin passed across Colonel Sean Morgan's face. Were he a man more generous with praise, he might have expressed agreement. After all, it had been Spider-Man himself who, at the briefing that followed last week's Day of Terror, proposed a certain audacious way of countering Electro. It had been a surprising idea, given the webslinger's usual methods, the kind of suggestion Morgan would have expected a bright physics student to make. Spider-Man had said it was something he'd always wanted to do, and that he lacked only SAFE'S resources to make it work.

From the look of things, it had worked perfectly. Even better than the unconventional method Morgan had finally used to put out the worst of the river fire.

Morgan made a mental note to compliment Spider-Man on his inventiveness, knowing even as he did that it was a reminder he was soon destined to forget. This battle was too far from being over. His momentary smile faded as he barked into the horn: "All right, people! *Move!* We don't want to have to do this again today!"

The two figures tumbled from eighty stories up, pursued by a glitter-trail of errant chaff. Spider-Man, riding the cruelly-entombed Electro like a lumberjack riding a fallen log downriver, used his feet to spin the villain's prone form like that log as he used both webshooters to cement the chaff in place. He not only managed this while falling twenty stories toward certain death in the middle of one of the worst storms the city had ever known, but he also performed a serviceable voice-impression of a certain old-lady beautician once beloved by his late Aunt May: "Don't be so prissy, Mrs. Laningham, dollink! Once this mudpack comes off I promise you you'll be gorgeous!"

So what if it was a personal joke. The unconscious Electro wouldn't have appreciated anything more accessible.

It was only after Dillon was securely trussed that Spider-Man took the time to save their mutual hides. He tucked the unmoving Dillon under one arm, fired a webline at a cornice stone below, and braced himself as the line drew taut, transforming the angle of their mutual descent into an arc. He needed four more weblines to slow what had become terminal velocity into the kind of building-to-building trajectory that rated as mere gymnastics.

Within less than a minute he dropped down to the roof of a five-story building just up the block from the Empire State, which housed one of the many Manhattan gray-market electronics emporiums that claim a GOING OUT OF BUSINESS SALE lasting longer than some residential Administrations. The several inches of snow on the roof reminded Spider-Man of the cold he'd almost blocked out throughout the worst of the battle. He dropped Electro to the roof and tapped his SAFE throat-mike. "Spider-Man here! You really believe in cutting things close, don't you, Colonel?"

Palminetti's voice sounded almost jovial as it rang in Spider-Man's ear. "The Colonel's busy mopping up the area, webslinger! But I will say that from the look of things, so do you!"

"Yeah, well," said Spider-Man, who was caught without a quip. He shivered. "I have Electro down here! What's on up there?"

"We've dispatched our people in the Empire State to secure Mysterio and the Vulture! No sign of the others at present, but we'll keep you posted!"

"And the situation in the river? What's up there?"

"That one was pretty hairy for a few minutes, but the Colonel came up with a pip of a way to deal with it. The blaze is still burning but is now rated under control. I'll fill you in on the details once we've found..."

Spider-Man, alerted to imminent danger by a sensation like burning wires at the base of his neck, cut him off in mid-sentence. "Sorry! Can't talk now! Have a situation here!" He tapped the throat-mike again, ending the connection, then whirled, surveying the snow-shrouded rooftop to locate the source of the threat. He knew only that it wasn't Electro. As far as danger went, that thoroughly-cocooned individual still registered as a big fat zero. That meant one of the others, but which one? Ock? Mysterio?

A wave of darkness crept over the parapet and flowed across the rooftop, replacing its pristine white blanket with an even purer layer of all-encompassing black. It surrounded Spider-Man and his prisoner in a heartbeat, shutting off the rest of the world. Spider-Man's heart sank.

Oh. Her.

Next round.

The Vulture found himself in one of those special states of battered semi-consciousness familiar to those whose lifestyles include frequent pummeling by super heroes. He was aware where he was, and how he'd gotten here. He even possessed enough cognitive ability to give careful consideration to possibly getting up sometime soon. But the leap between considering that probably a good idea, and the will it would have required to actually go ahead and do it, was for the moment farther than he was willing to go.

He lay flat on his back on a metal desk in a lady's apparel showroom rendered freezing by the shattering of the window he had just been hurled through. The shrapnel flung across the room by that implosion had also shattered the glass door on the opposite end of the room, creating a cross-draft. The winds that passed through the darkened space carried with them not one blizzard, but two—the meteorological one from the embattled world outside, and its more bureaucratic cousin, which was composed not of snow but of the hundreds of loose papers that whirled above him in great fluttering circles. The Vulture, watching the latter with the mild interest of a sleepy TV watcher at 3 am, found himself contemplating the remote odds of the wind dying down at the precise moment that would have allowed all those sheets of densely-typed documentation to settle back into a single neat stack, correctly-numbered and in their original order.

He might have gotten lost in that image.

The sound of running footsteps from somewhere down the hallway made him blink, wince, and swing his legs over the side of the desk so he could sit up. The ache in his ribs as he did so only deepened his perpetual scowl. Remembering the ease with which Spider-Man had disposed of him not once but twice today made that scowl even nastier. It was the kind of humiliation the Vulture knew he would have to carry with him a long time. Even if the EMP went ahead as scheduled, the humiliation of that moment would remain intolerable... and the Vulture, groggy as he was, found himself brimming with renewed hatred.

He would attack again. He would rip out the webslinger's spine. He would drop the still-twitching corpse from a height. He would stalk and eviscerate anybody foolish enough to attend the webslinger's funeral, and he would return to desecrate the grave on the anniversary. He would teach

the whole world the folly of disrespecting the Vulture. But first, just to get his dignity back, he would kill whoever that was approaching in the corridor outside.

An invoice, borne aloft by the cross-draft winds, slapped him in the face, blindfolding him. He felt a moment's panic as he mistook the obstruction for a web-blindfold. Then he ripped it free, and saw the lady SAFE agent framed in the shattered window panel of the showroom door.

Matt Gunderson arrived at the door a fraction of a second after Cynthia Monella did, and witnessed the sheer perfection of her shot.

SAFE blaster fire hit the unprepared Vulture mid-chest, hurling him off the desk and into a cork bulletin board on the opposite wall. He hit hard enough to crater that wall, and hung there for a second, his eyes aghast, his armored chest smoking from the energy-weapon's impact. Then he peeled loose and tumbled to the floor, landing face-down in a pile of laminated loose-leaf catalogues. Both Gunderson and Monella hurried into the room, blasters leveled at the back of the old man's head in case he somehow proved resilient enough to get up again. That was far from an unreasonable fear where members of the Sinister Six were concerned.

Monella leveled her weapon at the Vulture's head. "Did his armor hold?"

Gunderson knelt to touch the base of the old man's neck. He half-expected to be torn in half when the Vulture, like any horror-movie monster, proved strong enough to mount yet another attack just as he seemed downed for good... but no. The Vulture didn't move. Nor would he. His pulse was the steady, but weak beat of a combatant who had been thoroughly beaten. "Oh, my."

"He's dead?"

"No. He's alive. But he'll probably be in the hospital a while. From the looks of the bruising on his face, you hit him hard just as he couldn't take any more."

Monella's aim didn't waver. "Good."

For one terrible moment Gunderson thought that SAFE'S newest recruit, traumatized as she was by what had happened at Rand-Meachum, would take it upon herself to pull the trigger again, this time as the Vulture's

executioner. She may have wanted to. But she didn't. She just stood guard, like a professional.

That freed Gunderson to spare one last look at the old man in the bird suit. It was strange. The same figure so helpless now had been, earlier, willing to endanger a city, and wreck the lives of millions, just to enhance riches of his own. And this man was not an aberration... but one of many, so numerous that they banded together in groups. Gunderson could only shake his head and murmur, "All this for a little money..."

Pity didn't pursue her usual *modus operandi* by blanketing the entire rooftop in darkness. Perhaps it took too much effort to keep the effect going for long, or perhaps she was too torn up inside to concentrate on what she was doing. Perhaps she was just so angry at the ruination of her master's plans that she wanted Spider-Man defeated in the light. Whatever the explanation, the darkness she summoned now was an amorphous, liquid thing, that swirled around the roof in smoky eddies and currents. Parts billowed up like clouds of dust. Parts ebbed and flowed like waves of ink. Parts seemed diffuse, diluted, less like blackness than a bleak twilight gray. There were even a few sparks of bright light, though they flickered and died almost as soon as they were born. The effect was the same. As she leaped from the worst of the darkness, and aimed a kick at Spider-Man's face, the air surrounding her was so saturated with fuzzy black spots that she might have been under attack by swarms of gnats.

Spider-Man leaped over the kick and gave her a gentle bop on the top of the head as he passed overhead. It was more a nudge than an attempt to take her out; he knew from experience just how much it took to take her out. "So don't you think you've seen enough of New York for one morning? What with the weather and all?"

Her punches were vicious, machinelike, inhumanly fast, capable of seriously injuring him if they connected—but not quite as rich in the reluctant killing instinct that had characterized her earlier attacks.

He danced around the roof, carrying the battle to the next building. When she followed him, leaving the trussed Electro behind, Spider-Man hopped backward one or two steps at time, allowing her to throw her punches but staying sufficiently far away to avoid the deadly impact. The

blackness that swarmed around them both, at approximately waist-height, pitched and rolled like any other sea churned by a battle among titans.

“You came close!” he said. “But if you ever talk to your boss again, you should tell him that he shouldn’t have hired Electro!”

A punch whirled past Spider-Man’s ear, shattering a rooftop utility shack.

Spider-Man curled into a ball, dodged, came up twenty feet away, and said: “No, I’m serious! I mean it! I’m not just making fun of him for being stupid!”

Not listening at all, Pity kicked the shack again; an entire brick wall disintegrated and peppered him at high speed. They should have cut him to ribbons, but even before they got near him, he had spun a web-shield modeled on Captain America’s. Shrapnel impaled itself in the spongy goo as he said: “I’m talking about something I’ve known about him for a long time! Something he doesn’t even know about himself!”

Blackness descended upon him like a fist intent on crushing him into silence. He leaped clear and met Pity in midair. They spun a dozen times, grappling for any advantage as he parried her attempts to gain a stranglehold.

“Something that explains why a guy who can blow up entire city blocks keeps losing no matter how hard he tries!”

Just before they tumbled back into a world of swirling-darkness she got past his protective hands and closed her fingers around his neck. She was more than capable of exerting enough pressure to snap his neck. His own fingers, wrapped just as tightly around her wrists, prevented her from managing such a firm grip. They hit the rooftop beneath her shroud of darkness, grunting from the bone-crushing impact not cushioned nearly enough by the accumulation of snow. Spider-Man managed to keep talking even as she drove her knee into his belly with a force that might have paralyzed anybody else: “You see, I know what kind of life he lived before he became this way—because he told me! The way he ran away from his dreams! Put a lid on his ambitions! Refused any chance to make something better of himself! It made him a failure—ruined his career-drove his wife

away! Made him so bitter that by the time he got his powers there was nothing left to him but hate! But even that didn't help his real problem!"

Pity had him pinned now, and was pelting him with enough blows to populate entire heavyweight championship bouts. Spider-Man rolled his head to avoid a punch that cratered the rooftop beneath him and flipped her over his shoulders with the basest twitch. "Don't you see? Even before he became Electro—he just didn't want to win! He did whatever he could to keep that from happening! And now that he is Electro—he still doesn't want to win! He keeps screwing up because he's afraid of having to deal with whatever comes next!"

She didn't answer. Of course.

Spider-Man felt a moment's reprieve when standing up left him head-and-shoulders over a layer of churning darkness. It was thoroughly diffused now, as distinguished by strips of relative light as it was by strips of relative black. What remained was a pattern writhing and twisting like a pit filled with asps.

Pity rose from the writhing darkness, her face blank, her eyes burning with a rage that might have been meant for him and might have been meant for the torment her life had become.

"Which is the same reason I think you can't win! Because you don't want what comes next, either! Fires never took that from you!"

She only leaped at him again, her hands twisted into claws, her mouth agape in a soundless cry.

Mysterio lay in the ruins of the Empire State Gift Shoppe, surrounded by broken glass, fluttering postcards, and the assorted knickknackery of Tourist Central: snowglobes, stuffed animals in I Love New York T-shirts, plastic replicas of the Statue of Liberty with thermometers in them, and a life-size cardboard cutout of a talented lady dancer who had been foolish enough to devote the best years of her career to a musical which required her to put on tiger stripes and pretend she was a cat. A cash register, blasted off its counter by one of Electro's runaway lightning bolts, now lay on its side a few inches from Mysterio's helmeted head, its cash drawer spilling enough pennies to pay for perhaps one of the rock-hard salty pretzels being warmed to cancerous perfection beneath the heat lamp at the nearby snack counter.

He knew something had gone wrong, of course. He had no idea what, but he had experienced moments like this often enough to recognize them. He supposed it was the webslinger again. He hated supposing that, but knew it could have been worse; after all, he had once been defeated by a band of super-powered children, none of whom had been over twelve. After an experience like that, getting your head handed to you by Spider-Man yet another time, in a career where that seemed to happen every few months, qualified as business as usual. He loathed the experience and felt it twist his soul even more than it was already twisted, but knew that he could handle it. After all, he had before.

But he wasn't a defeatist, either. If there was any way to wrest an advantage from this particular setback, he was going to take it. Maybe he could even find some way to set off the Oltion Field Generator himself.

He pressed both gauntleted palms against the litter and pushed himself off the ground, just barely managing to Stand, only to be wracked by another wave of bottomless nausea. This was the worst attack yet, and it was accompanied by a spasm of coughing that left black spots dancing at the corners of his vision. A concussion, maybe? Then why was he feeling this way all day?

Voices.

Two SAFE agents in Kevlar burst through the door to the emergency stairwell. One was a burly man with close-cropped white hair, the other a shorter and thinner companion with a thinning blonde fringe. They emerged from the stairwell, their blasters drawn. In a second they would have.

But he was Mysterio... and he'd spent his morning wandering about with the rest of the tourists, planting his little devices throughout this shrine to Big Apple kitsch.

One stray impulse from the cybernetic sensors in his helmet, and the devices kicked in.

All of them.

The Incredible Hulk burst through the elevator door, bellowing in rage. A beanie baby display melted into the floor as the gates to hell opened up in the wall behind it. A gigantic gorilla fist reached in through the shattered window and grasped at empty air. A tiny Galactus hurled cosmic energy

from the souvenir model of the Baxter Building. A cartoon rabbit hopped down from above and fired a persuasively real AK-47. Two space rogues in orange jumpsuits leaped out of the rest room and began slapping each other in a fit of pique. An ex-football player best known for a protracted murder trial popped up behind the pretzels and claimed innocence. A yellow submarine floated by to the accompaniment of trumpets. The room filled with smoke; the air echoed with the warring cries of elephants, pterodactyls, and Zulu warriors. It became a moonscape, scientifically accurate in every detail, up to and including the gibbous earth hanging in the sky behind it, with the one exception of a small suburban house on an acre of verdant green lawn. Then that faded away, replaced by hypnotic spirals and dizzying Escherian landscapes.

It was enough brilliant special effects work to keep Spider-Man busy for ten minutes. Mysterio, expecting the i wallcrawler's arrival, had intended to use it to do just that. He blew it all now, in a matter of seconds, just to confuse the two SAFE agents long enough to eliminate them. But though he heard them shouting in disorientation, he was unable to gain any advantage out of it. Because his head was pounding so hard he could barely stand.

Mysterio directed his cybernetics to turn the illusions off, and sank to his knees as the two frazzled SAFE agents inched toward him, their blasters leveled at his head. He pressed the hidden release that popped the helmet off, breathed deeply as the stale air inside was replaced by the cold but fresh air of the greater world outside, and craned his neck so he could face his captors. They were nobodies, he decided, and found some comfort in that. After all, if Spider-Man also regarded these battles as a matter of pride, perhaps he'd find source for humiliation in the awareness that his all-time greatest enemy had this time been captured by nobody important. It was a victory of sorts, Mysterio thought. It was certainly the only one he could take comfort in today.

The burlier of the two SAFE agents said: "Quentin Beck? You're under arrest."

Mysterio coughed. "I know."

The SAFE agents both seemed surprised to win their victory this easily. They shared glances, then focused on Mysterio again as his coughing

became a spasm.

The one with the balding red fringe said: "Are you all right?"

Mysterio just looked up at him and said the only two words that came to mind.

"... help me..."

Pity's darkness was grainier than ever. It was not the impenetrable field Spider-Man had experienced in their earliest encounters, nor the surreal pattern of warring light and dark she had managed in the first few minutes of this battle, but a thinner, soupier fog punctuated by inexplicable bright spots. It accomplished nothing but making their battleground look like a place filled with smoke. That, combined with the sheets of swirling snow, made eyesight tricky at best, but Spider-Man had senses that more than compensated.

What he wanted was a few minutes of warmth again. Thermal costume or not, grappling around in snow accumulation was turning this fight in a bold new adventure in masochism.

It slowed him down so much that Pity was able to tag him again.

It was a high kick, right from the hip, and it landed in middle of the chest, at precisely the place where the ribs protect the heart. Spider-Man was able to deflect some of its force with a sideways jab to the sole of her ankle, but that only altered the kick's impact point by a scant inch or two. It was still an impact that might have been envied by the average Mack truck blaring down the highway at eighty per. The force of it lifted him right off his feet, and sent him flying thirty feet backward into a brick utility shed. He took the brunt of the crash with the small of his back, but momentum snapped his neck back, slamming the back of his head against the wall.

Spider-Man tumbled to the rooftop, half-buried by a fresh snowdrift, surrounded by a haze of black spots that might have been Pity's doing and might have been unconsciousness coming to claim him.

On the opposite end of the roof Pity hesitated, and began to stride toward him.

The speaker in his ear crackled. Morgan's voice. "Spider-Man? We now have Vulture and Mysterio, confirmed in custody and on their way to

holding cells. You said you have Electro... ?”

Spider-Man wished he had the time to tap his throat-mike—not to give Morgan a sit-rep (and oh lord, how he hated that abbreviation), but to tell that man to just once in his life shut up.

Pity was still coming... and from her stance, she wasn’t coming to tell him, oh, sorry, didn’t mean that, hope we can be friends. She was coming to administer the *coup-de-grace*.

He didn’t have the luxury of trying to get through to her anymore.

He was going to have to put her down hard. If he could.

He forced himself to his feet, and staggered a single step forward.

Pity immediately halted her advance. She bent into a battle crouch, arms held out before her, eyes wary and watching for his moment of fatal weakness.

Either that... or using what free will she had, to offer him another try?

Spider-Man took another step, brandishing web-shooters, not firing yet, aware that she’d dodged his webbing in the past. She stepped back again, circling. Darkness danced around her in spirals.

He thought back to his conversation with Troy Saberstien.

What had the crisis counselor said?

... if she’s really been conditioned into obedience, then that conditioning would tend to reinforce itself at the moments of greatest opposition. Anything you could do to stand against the Gentleman will make you an enemy, and trying to free her from the Gentleman would definitely have to be part of that.

Spider-Man had asked: Then what’s the alternative?

Anything that puts the two of you on the same side. I don’t have the slightest clue what that could be, in this situation, but if you make yourself an ally, even for a minute, you might weaken the conditioning enough to give yourself a chance at getting through to her.

And he knew. Fresh strength filled his limbs as he drove himself forward. “Aren’t you worried about your boss?”

She immediately looked stricken. It was like he'd stabbed with an actual blade instead of mere words. Her expression turned questioning, urgent.

She still went for him, hurling a punch that should have snapped his neck.

He dodged it easily, landed behind her, kept taunting her even as she whirled and went for him again and again and again. "Think! Who should have wanted to stick around, to provide his technical expertise in case something went wrong with the Generator?"

Wind whistled from the speed of her next punch.

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"And who should have wanted to stay in the neighborhood, if for no other reason than to tear me limb from limb? And who instead made himself conspicuous by leaving as soon as he could? Ock, that's who! Where do you think he's going?"

Frantic now, Pity peppered the air between them with punches, none of which connected. They were driven more by emotion than training, and Spider-Man easily deflected or dodged every single one of them. The real battle, now, was being fought with words... and Spider-Man barely let up on those long enough to take a breath.

"He must be after something a lot more important to him than terrorizing New York and trying to kill me—and the only thing he's ever found more important than those two hobbies is control! Being in charge! He hasn't liked not being in charge of the Six this time... has he?"

Pity's eyes filled with terror. She turned her back on Spider-Man and began to run, hopping from this rooftop to the next one over. Spider-Man covered the same distance with a single leap, then continued to pace her as she fled south at a clip that ate up entire blocks in seconds. The darkness trailed behind her like a swarm of ninja hornets.

"I can see you know I'm right! The question is—what are you going to do about it? Are you going to try to handle it yourself, knowing that Ock has such a huge head start—or are you going to tell me where your boss went so I can get SAFE'S entire air force there first? Be honest and decide the best way to save that old bastard's life!"

That got her. She braked against the gravel of the rooftop where she was, stood silently with head bowed, her hands curled into resentful fists.

He said, "Please! Let me help you!"

Something went out of her, all at once.

Either that... or something else came back to life.

She turned to face him.

Pity stood there, a figure all in white, framed by a raging blizzard that seemed for this one moment to exist only that she could stand in perfect isolation at its center. Her puffy black hair was spotty with melting snowflakes. Her breath was a series of white clouds bursting from her lips in puffs. Despite the globs of webbing dissolving on her cheeks, the pain in her eyes remained her most prominent feature. It had been deposited there by years of torment at the hands of a man who allowed her no freedom and no joy, and there was so much of it that some would always be left, even if she died a hundred years from now, as an old woman lucky enough to have experienced nothing but perfect happiness for all her remaining days. There was nothing Spider-Man could do to lessen that. But there was something else there now, something that hadn't been there before. Something Spider-Man saw only because he had aching to see it... a dim spark, that if properly nurtured could still grow to an open flame.

She studied his mask, as if its inexpressive design could possibly communicate as well as eye contact. And then she nodded.

Wishful thinking allowed him to interpret that expression as a smile.

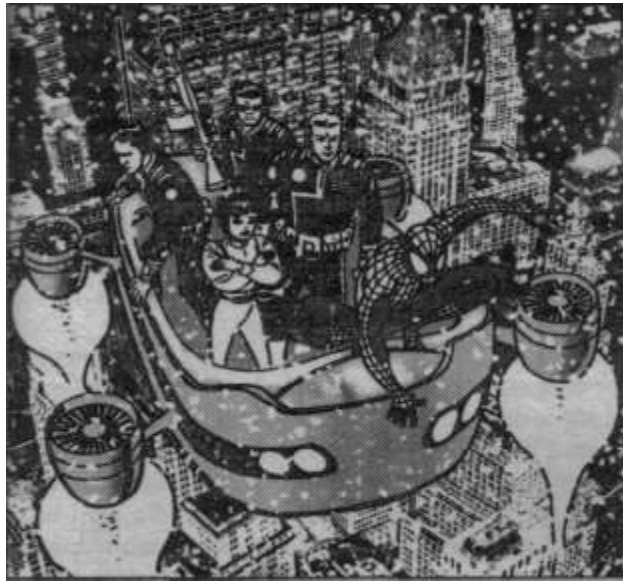
He tapped his throat mike. "Morgan?"

The Colonel's voice came in, harried and urgent. "Where were you, webslinger? You've been out of contact for a while! We were worried about you!"

"Yeah, well... I shoulda written sooner. Listen, I have Electro wrapped up on a rooftop a few blocks north of my current position." He gave the address. "And here's a new wrinkle: I have Pity standing here beside me."

"Standing there? You mean, free?"

"Yes," Spider-Man said, wishing he dared to believe it. "She has information she's anxious for us to hear..."



Chapter Thirteen



12:18 P.M.

The Zachary Mosely Corporate Air Center sits on a small patch of land in Lynbrook, Long Island, just south of the Valley Stream State Park. A private airfield, leased to a consortium of businesses which mostly use it to fly their executives to and from other small airfields up and down the eastern seaboard, it doesn't feature any of the services or amenities available at the giant JFK Airport just a few miles to its west. There is no ticketed travel, and therefore no need for terminals. Nor is there any customs office, since none of the small planes hangared here are rated for Trans-Atlantic flight. It's rare indeed to find a jet, even a small one, on the field. On the other hand, it's even rarer to find a flight delayed because of overcrowded runways. To busy execs who want the convenience of a Long Island takeoff without having to deal with big-airport delays, Mosely's facilities are ideal.

To international investors in chaos who wish a speedy departure at the moment of greatest departure, they're even better.

The Gentleman had flown his private jet into LaGuardia about three weeks earlier, enduring the usual customs rigamorole in an effort to render his entry into this corrupt barbarian nation as legitimate as possible. He did not, of course, intend to leave this country in the same condition when he left, so he had wasted no time moving his jet to a hangar at Mosely as soon as possible. The fee for renting a private hangar, with no prior contract and no advance reservation, had been something in the upper obscene, but it was well worth the investment. After all, the Federal presence at Mosely was considerably lighter than at the major airports... and the chances that a

last-minute dragnet would think to include this particular facility were minimal.

Not that this stopped the oafish uniform at the front gate from making a fuss. Warm as toast in his little hut, seemingly unmindful of the low station his subhuman ambitions had driven him to, the jowly, red-faced, slit-eyed excuse for a human being squinted through the meter of driving snow that separated the window of his gatehouse from the front window of the limousine. “Sorry, sir! These facilities closed an hour ago! Everything’s grounded within fifty miles of here!”

The driver, Serge, turned around and said: “You heard that, sir?”

The Gentleman gave his rent-a-lackey the kind of look capable of melting glass at fifty paces. “Of course I heard that. Just because I’m old doesn’t mean I’m also deaf.” He leaned forward and flashed his most charming smile at the idiot in the guardhouse. “Don’t worry, my dear man. I’m not insane enough to think we could actually take off in this beastly mess. I’m only here to retrieve some documents from my plane in hangar E. It shouldn’t take more than a few minutes.”

“I’m sorry, sir, but the facilities are supposed to be closed to all business for the duration of the snow emergency.”

Was there no end to this country’s inane indignities? Keeping his temper with a supreme act of will, the Gentleman forced more continental charm into his smile. “I think you’ll find that I called ahead. The hangar’s registered to a Mr. D.W. Jaxon?” (This the name of a cargo pilot who had worked for him briefly in the late 1940s.)

“Lemme check,” the guard said, disappearing into his hut.

The Gentleman sank back into his seat, shaking his head in sincere disbelief. Lemme, indeed. What kind of civilization allowed the free use of a bastardization like lemme? What kind of society allowed these undereducated, underdeveloped buffoons to fling them in the face of their obvious betters? The same society that permitted its teenage girls to misuse the word “like”? It was horrifying.

Truly, the inhabitants of this infernal cesspool deserved everything that was about to happen to them...

Ten minutes later:

Colonel Sean Morgan had a reputation for being stern. He achieved results by being angry, and sometimes by being explosive. He wasn't often downright livid, but he was now. Standing on that snowtossed Manhattan rooftop, facing down the agency's current super hero ally *du jour* while a dozen of his agents watched from their hovering aircars, he seemed about to bust a vein. "Are you out of your mind?"

Most of the SAFE aircar fleet was either still dealing with the remains of the river fire, or had returned there to help with the cleanup. The few hovering here were occupied with people who Spider-Man was now relieved to find still alive and unhurt. All the cars here had underbellies sooty from smoke. Joshua Ballard and Doug Deeley occupied one. *Am* grim-faced Clyde Fury stood with the old man, Dr. Williams, in another. Agents Walsh and Starling of the FBI, freshly plucked from their canvas of the Empire State Building, were in a third piloted by a soot-faced, openly weeping Shirlene Annanayo. Vince Palminetti, strapped into his command chair, sat in Sean Morgan's flagship. A female pilot Spider-Man didn't recognize had Cynthia Monella and Matt Gunderson. Another pilot Spider-Man didn't know had Troy Saberstein (who looked game enough but green at the gills, as if he didn't take well to aircar travel). Having already heard that there'd been fatalities, including Walt Evans and Donna Piazza, Spider-Man couldn't help being distracted by the need to remember the names and faces of every other SAFE agent he'd encountered in this past week. Who was missing? Anybody he'd known?

Not giving him a moment, Morgan continued: "I have nine good agents dead, a city that almost went up in smoke, more than forty other corpses still being buried from Rand-Meachum, and you want to let her change sides?"

Spider-Man's mask made him incapable of facial expressions, but he still tilted his head in a manner that made him seem sheepish. "Yeah."

"She belongs in a prison cell, and you know it!"

"Or a psychiatric facility," Spider-Man said. "And maybe that's where she'll end up, after this business is done. But until then, we can use her help."

"And what am I supposed to say to the families of all those people?"

Spider-Man spread his arms before him, palms up, in a gesture meant to communicate both empathy and helplessness in the face of tragedy. “I don’t know. Maybe that this was the only way to save some lives.”

“Sean?” This came from Doctor George Williams, who had been helped down from the aircar which had rushed him from the cleanup south of Manhattan. He hobbled over with terrible urgency, leaning on his cane, his weathered face grimacing from the effort. Williams was not dressed for the weather at all; he was in fact wearing the same thin and outdated casual wear he’d worn when briefing SAFE about the Gentleman’s career, after the Day of Terror. The cold must have cut right through to his skin. Nor did he bear it well. He was an old man, and the shock of leaving the air-car’s climate-controlled environment, to enter the rooftop beset by the worst blizzard Manhattan had seen since the disastrous storm of 1888, drew his wrinkled skin tight against his cheeks. But nobody stopped him as he dragged himself across the rooftop and tapped the Colonel with the tip of his cane. “You’re a principled man, Sean. I’ve always admired that about you. But this is not the time or the place for principle.”

It was frightening how quickly Colonel Morgan lost all of his air of command in the presence of this one old man. “It’s freezing out here, Doctor. You really shouldn’t...”

“Yes. I should.” Though he was shivering, the old man’s voice rose just enough to suggest an unlimited fury. “I would crawl across broken glass for a chance to spit in that monster’s eye. And so should you.”

Morgan made one more attempt: “Doctor—”

Williams cut him off. “You know I’m right. If this young lady can help us, for whatever reason, we don’t have the right to refuse her.”

Vince Palminetti, amplifying his voice from his immobile command chair on Sean Morgan’s personal aircar, added the coup de grace: “He still has the Catalyst, Colonel.”

Anybody who didn’t know Morgan might have considered his blink a mere reflex rather than the gesture of a man at war with himself. When he opened his eyes again, his jaw, at square at the best of times, had tightened impossible another notch. He muttered a heartfelt, “Damn.” Then he

decided. “All right, everybody. Load up. We still have a big job left to do today. Wallcrawler, you and that —that whatever she is—are with me.”

“I want Saberstein with us too,” said Spider-Man. The crisis counselor could prove helpful, dealing with Pity’s unstable loyalties.

The T-square jaw ratcheted still tighter, a natural reaction given the Colonel’s antipathy toward the counsellor’s input. “Fine. Let’s just get in the air.”

Ten minutes earlier:

The guard emerged from his hut, a hearty sniff demonstrating the heights of the martyrdom he saw himself damned to by actually being forced to work in this weather. This time he carried a clipboard. “D.W. Jaxon. Yeah, there’s a note here. Unimpeded access to your hangar in all conditions. As long as you know that the runways aren’t clear and the tower isn’t allowing anything out.”

“I understand.” The Gentleman was the picture of old-world elegance, but his teeth grated.

He deigned to participate in the signing of the clipboard, another American ritual that had always baffled him. Who looked at those things? But with the mindless formalities observed, the last obstacle between himself and the destruction of this poor excuse for a civilization was pushed aside. The guard returned to his hut, performed the necessary mumbo-jumbo there, and lifted the gate so the limousine could pass through unimpeded.

As Serge steered the vehicle along the access road.

their headlights lit up the snow pelting the windshield, giving it an unearthly glow that completely obscured anything beyond. “You might need to guide me, sir. Where’s Hangar E?”

The Gentleman lifted his front of his cane over the front seat and gestured toward a low, squat shape in the distance. “Do you see that? It is Hangar A. Registered to Baintronics.”

Serge took a right toward the low squat shape. “Yes?”

“Beyond it is Hangar B. Registered to the Brand Corporation. Drive past that and you will find Hangar C, registered to Blum Database Associates.

Do I really need to elaborate on this quite simple, and I would think, absurdly obvious pattern? Or was command of your own alphabet not part of the training you received for this humiliating, menial career of yours?”

“I got it,” said Serge.

The Gentleman might have added several additional notes to his patrician sarcastic aria, but his heart wasn't in it; he was too busy looking forward to his joyful reunion with all his worldly goods. The treasures stashed away in the cargo hold of his jet—precious gems, priceless antiques, the finest cultural and artistic heirlooms available at any price—represented almost everything he had left in the world. At only a couple of hundred million worth, it wasn't much by the standards of the fortune he had commanded at the height of his success, but it was, given his reduced circumstances in these past few years, a fine testament to his skill at appraising the proper value he received for his buying dollar. He had all but exhausted the last of his considerable fortune obtaining it—necessary, since any untouched reserves of conventional currency would soon be as useless as this brainless oaf of a chauffeur. He looked forward to the moment when the value of that hoard was multiplied by a factor of ten, while so many unworthy others wailed in unexpected poverty.

“Here's Hangar E,” said Serge, a helpful announcement indeed considering that the limo had just pulled to a stop before the rear of a large building with the legend HANGAR E. “Need some help inside, or do you want me to wait here for you?”

The Gentleman considered that as he fingered a small revolver in his jacket pocket. Part of him, the sensible part, advised him to let this poor, mindless peon go. The oaf would soon suffer enough in the chaos this society would become. And it had been so long since he had murdered a human being himself, instead of arranging for underlings or associates to do it—more than seventy years, in fact, since the last occasion had been his participation in one of Al Capone's lovely baseball bat parties. He was out of practice. Nevertheless, this worm's incompetence had led to unconscionable delays at a time when the Gentleman could ill afford them ... and the dullness of his intellect was offensive to the Gentleman's sensibilities as well. Allowing him to live would be a travesty. It made more

sense, the Gentleman thought, to simply indulge himself in this one pleasure now, and worry about targeting the rest of the man's family later.

So he smiled. "Come inside. You can have some nice hot coffee while I get what I need from my plane."

The murder being contemplated on Long Island was already ten minutes old before the SAFE fleet could take off.

Pity had summoned darkness in the shape of an arrow, pointed Southeast. Now, as Palminetti led Morgan's fleet in that vague direction, following the arrow which still seemed to fly no more than an arm's-length before them, she became an island unto herself at the rear of the aircar. She stood, silent and impassive, facing the angry streaks of white that buffeted the intangible ionic shield without penetrating to touch the grim-faced passengers that field protected.

The city itself was far below, entirely swallowed up by the storm, but Pity still behaved as if she could see it, and the people imprisoned within its vertical walls. She knew the other SAFE aircars had to be following, too, but they were also next to invisible in the storm. Every few seconds she saw a shadow that could possibly be one of them, but there was no way to be sure. She supposed it didn't matter.

It did not escape her attention that, but for Palminetti, whose fixed position in his command seat kept him facing forward, all of the men in the aircar were watching her back. She was also aware that they watched from different perspectives ... all understandable, all miles away from the loathsome puppy-dog attentions of the psychopath Max Dillon. Colonel Morgan had his hand on the handle of his blaster, and was prepared to cut her down at the first suspicious move. The soft one, Saberstein, studied her through the eyes of a scientist, looking for the key that would enable him to figure her out. Trying to figure her out. And Spider-Man ...

... Spider-Man ...

... Pity knew what Spider-Man said he wanted, but she feared there was no part of her capable of giving him the trust she would have to provide in return.

She was still the Gentleman's.

And she would protect his interests until death came to claim her.

Still fixed in position facing the control panel, Palminetti said, “It’s official, you know, this the worst blizzard to hit this town since March of 1888. “That one was one of the city’s all-time worst disasters, you know.”

Spider-Man, leaning over his shoulder, murmured: “Let’s hope this one isn’t.”

“I’m afraid it already is, Spider-Man. Before you factor in the snow.”

Spider-Man knew the other man was referring to the death toll south of the island, and the property damage caused by Electro during the battle of the Empire State Building. “Yeah, well... let’s hope we stop it here.”

“Amen,” said Palminetti.

“How did you people stop the fire, anyway? Last I heard over my headset, it was out of control.”

“It was,” Palminetti said. “But Colonel Morgan rethought the problem. You ever put out a fire by stomping on it?”

“Not in these socks. But when I’m wearing shoes... sure.”

“Well, Colonel Morgan has the city’s biggest shoe at his disposal. It’s called the Helicarrier, and it’s designed to take even greater heat extremes. He ordered it to come down for a series of water landings in the burning areas. At four city blocks long, that’s an awful lot of smothering power, even for a chemical fire. And every time the Helicarrier took off again the displaced water rushing back in to refill the trough drowned much of what was left. There was enough foam left to contain the perimeter. The blaze was still burning when we had part of the fleet redeploy to help you with Electro, but it’s under control now, and should be completely out by the time we get back... assuming, of course, that we somehow manage that little trick too.” Palminetti’s eyes flickered. “You want to know the odds against us?”

Spider-Man knew that Palminetti’s probability estimates were always uncomfortably close to the mark. “No, thanks. There’s somebody else I have to talk to.”

Seven minutes earlier:

The dying man fell slowly to the floor, his chest a bubbling open wound. He managed to stay on his knees for several long seconds as he stared up at

the man who had taken his life away.

The Gentleman contemplated the writhing figure for several seconds, the most obscene of all possible smiles playing about the edges of fine aristocratic lips. That was a lesson he'd enjoyed teaching, all right. The fool hadn't entertained even the ghost of a suspicion that his life was entering its final moments. He had just accompanied his murderer into the cavernous Hangar E, so relieved to be in out of the storm that he had lost all other powers of observation or self-preservation and thus missed the sight of a deadly weapon being leveled against him.

Now look at him. He was a perforated sack of skin and flesh, spilling the last of his life blood upon the concrete floor. And look especially at his eyes, which were wild, bereft, and uncomprehending.

Few things in this life could possibly be so delicious. He considered putting the wretch out of his misery with a killing shot to the brain, but no. Better to leave him here, drifting in and out of consciousness, for the half hour it might take for him to die. Better to leave him contemplating his foolishness.

He knelt before the dying man, murmured a few scornful words to accompany him on his journey to the hell he deserved, and—just to add insult to injury—rolled him over on his side, to gain access to the wallet in his back pocket. Unbelievably, the fool clutched for it, as if regaining control of the riches within could possibly buy back his stupidity of the last few minutes. But fighting him off was pathetically easy. There was already almost no strength left in those arms. Taking the billfold, and emptying it of all all cash and credit cards, was the work of a moment. Tossing the empty sack of leather on the chest of the soon to be emptied sack of flesh took no longer.

It was a small gesture, he supposed. Perhaps even a foolish one, given the far greater stakes in play today. But he had always believed that destroying a man meant leaving him with nothing, not even pocket change.

“So long,” he grinned.

The dying man did not have the breath to curse him.

The Gentleman rose, crossed the hangar, and retrieved the wolf's-head cane that rested against the tool locker. He tapped it against the concrete

floor twice, enjoying the sound. It was a good, strong sound, almost a parody of the gunshot that had so recently split the air.

He did not rely on it as all as he climbed up the gangplank of his specially modified Bettelhone Transtar. It was an elegantly designed vehicle in that it was supposed to be anything but. To most eyes it would have been the clunkiest airborne bus: an antiquated four-engine cargo plane big enough to accommodate seventy passengers in cramped proletarian misery. Even the airport inspectors who had seen the interior noted only that the number of standard airline seats, all up front, had been reduced to a sparse twenty, with bulk of the passenger section taken up by a private lounge appointed in elegant old-world charm. They saw what they were intended to see: the toy of a foolish old rich man.

But even with this beauty's camouflaged jet engines revealed, few would have expected it to possess anything in the way of speed or maneuverability. Most professional pilots, asked to take it up on a day like this, would have turned a shade that might have rendered them invisible against the snow. But then most professional pilots wouldn't have recognized it as a military vehicle, with enough lift to take off in monsoons and enough agility to take on most modern fighters in aerial combat. This plane could take heavily-armed platoons, and their materiel, into hot zones on the front line, then take off again and strafe the enemy with machine-gun fire. Already a little antiquated by today's standards, it had nevertheless proved invaluable in many last-minute escapes from cities being reduced to flames and rubble in the last moments of profitable wars. The Gentleman hadn't imagined that the weather on the day of his escape from New York would have been quite so beastly as this, but he had imagined a need for the most versatile flying machine available, and had thus selected this beauty as his chosen means of escape.

Good thing, too, the old man thought, as he doffed his coat and gloves in the coat closet behind the cockpit. It was just his luck to be forced to make his getaway during the storm of the century.

He went to the cargo hold, first, to make sure that everything was in order. The gold, the jewels, the fine works of art, the illegal furs that represented the last of their species, even the bottle of fine champagne from a vintage valuable well beyond its merits, were all safe and tightly secured.

More importantly, the Cannister sat positioned in its chute, directly above the bomb bay doors. The Gentleman had equipped it with an explosive device that would incinerate it in a ball of flame high above Manhattan. It would have burst open anyway upon hitting its first solid object, but an airburst would initiate its catalyst effects both faster and more efficiently. Come to think of it, the storm was also going to be exceedingly helpful in that regard; perhaps it was not a potential problem so much as an opportunity making itself known.

The thought made the old man clap his hands in glee. This was going to be fun. Every second of it, starting with the protests of the Tower the second he took his steed on the runway. That is, it was possible for them to protest at all: it was entirely possible that the coming EMP in Manhattan would have shut them down by that point.

Fortunately, the Transtar was insulated against such problems.

He climbed back up the stairs and returned to the cockpit, taking his place behind the pilot's seat. He strapped in, grinned, and pressed the transmitter he had programmed earlier. The hangar doors began to slide open, as the Transtar rolled forward.

As Spider-Man returned to the rear of the SAFE aircar, he passed both a glowering Sean Morgan and an urgent Troy Saberstein. Morgan's face showed nothing but its usual grim determination; Saberstein's far gentler features showed a version of the same thing. The stress counselor grabbed Spider-Man by the wrist, then indicated Pity with a nod. He mouthed a word: "Now."

The wall-crawler nodded back to show that he understood. If Pity was a victim of mind control, as advertised, then this was a critical time for her. The way Spider-Man handled himself, in the next few minutes, was going to have an immense effect on which way she went. Right now, she was up for grabs.

Morgan, who had been apprised of the mind control theory, read their silent exchange and let them both know, with an equally silent look, that he didn't like it at all. That was no surprise. Morgan showed even less sympathy for criminals than he did for people on his own side. Given that most of the bad guys he encountered were murderous international terrorists

of one kind or another, he even had a point. Spider-Man, whose own bad guys tended to reappear in New York about as frequently as the yadda-yadda episode of Seinfeld appeared on cable television, had even less of a reason to believe in the possibility of redemption and rehabilitation—but it was as much a part of his philosophy as his credo about great power and great responsibility. He had to believe Pity had a chance. Especially because of who she might be.

So he moved past Morgan and Saberstein and stopped beside Pity, joining her in her contemplation of the angry white streaks that turned the view beyond the ion-field into angry representations of chaos.

He didn't wait for her to look at him. He knew, without trying, that she wouldn't. But he spoke softly anyway, confident that she would hear him.

“Pity...”

It was a false start. He began again.

“There's an old couple I used to know. Retired, on pensions, just scraping along, neither one of them in the best of health. Nobody would have blamed them, at their age, for not wanting to be bothered with somebody else's problems. But there came a day... a terrible day... when they found out a child needed them. They gave up their lives to him. They made sure that he was fed, and clothed, and educated, and always—always—shown that he was loved. They were good people. I wish you could have known them, and not the old man you knew instead. You shouldn't have had—what you had.”

Her face was still blank, but at least she regarded him now.

Spider-Man swallowed so hard it hurt, studying her calm face in profile, knowing that he'd already persuaded himself that she wasn't his sister... but for this moment, at least, changing his mind, deciding that she was. He lowered his voice a notch and said: “I told you I took this personally. I can't tell you exactly why. Not now, at least. But if you can just take one step away from what he made of you, and trust me... I promise you that I'll meet you more than halfway. I'll work with you so you can find the kind of person you should have been allowed to be. As for the law... well, I told you I know the best attorney in New York. I promise you he'll make sure the jury knows what was done to you. I promise you we'll get you help.

And whatever happens... believe me... like I said before... I promise I won't abandon you."

Still no reaction. She appeared unhappy, as always. He couldn't tell whether she felt moved, or instead regarded his ! words with the utmost, hopeless scorn.

He thought of the psionic abilities Saberstein had postulated, and felt a sad sinking sensation in his stomach. Of course. If Saberstein was right, then this was nothing new for her; she was well used to receiving facile sympathy from total strangers. She was also used to it meaning nothing.

He leaned in close and said, "Listen to me, dammit."

He had put just enough urgency in his voice to startle her. She glanced at him, not quite flinching, but wary nevertheless.

He said, "This isn't your power making me jump through hoops. I mean what I'm saying. I will not abandon you."

If that got through to her at all, he couldn't tell.

Nor did he have time to push the matter, because that's when Palminetti said, "We're over Kennedy Airport."

Morgan said, "He intends to take off from here? Under these conditions?"

"Apparently not, Colonel. At least not from here. Look." The arrow curved off to the east, now. "She's directing us along the shore."

"She's leading us away from him," Morgan said, with the black satisfaction of a man who had suspected it all along. "He could be anywhere, releasing the Catalyst—"

Spider-Man, studying Pity's face, said, "No. No, Colonel, I think that's wrong." He turned away from her. "If she's new in New York, she doesn't know the area by heart. And take it from someone who commutes at forty stories every day—in conditions like these—even folks who know every brick still use landmarks for navigation. Kennedy Airport would qualify. I'll bet she's looking for something near Kennedy, but harder to find from the air. Is that right?"

Pity gave an imperceptible nod.

“Terrific,” Morgan said. He then defied all caricatures about men being afraid to ask for directions: “Quick! Palminetti! Get into the database and tell me what’s east along the shore from Kennedy airport!”

Camouflaged by the storm, running with all its cabin lights off to avoid being spotted by the Tower, the Transtar taxied into position.

Although the blizzard had closed the storm to both incoming and outgoing traffic, the runway lights still glowed bright as far as the limited visibility allowed them to be seen at all: after all, there was no telling what planes stuck in these conditions might need to come in for an emergency landing. There had been little thought, of course, to any planes that might want to make emergency takeoffs.

The normal takeoff would have taken the Transtar south, over the ocean. That would have been all right for today’s purposes too, but for the subsequent necessity to turn around for the low pass over Manhattan. That would provide the authorities with several additional minutes to scramble pursuit and/or interference. No, it was better to take off overland, head straight to the target zone, expedite the release of the Catalyst, and then flee to some nice tropical place where a wealthy man could ride out the financial chaos soon to swallow the whole of western civilization.

Snow accumulation on the runway seemed to be several inches deep. The air up ahead looked like it was being churned by angry Gods. Any ordinary pilot taking an ordinary plane up in these conditions would have to be insane. The smiling old man in the pilot’s seat had faith in his abilities and in his equipment.

He would do this.

One more second, and in he would be positioned for takeoff.

But then the Transtar shook so violently that only the safety straps prevented the Gentleman from being thrown from his seat. For one terrible heartbeat he thought this a runway collision. Some other plane, coming in for an emergency landing, must have smashed into him broadsides. Another nanosecond and the jet, his riches, the Catalyst, and all his plans for the future would be vaporized by a fireball of superheated gas.

When he survived to take another breath, he knew it had to be something else. Something smaller. An automobile, perhaps? What the Americans, in

their tiresome vernacular, called a fender bender?

The Transtar shook again, lifted a few centimeters off the tarmac, and fell down again, shaking the entire cabin. Somewhere, something breakable shattered. The fuselage groaned like an ancient reptile sinking into the noxious pit at La Brea. The old man gasped, tried to taxi out of the way out of whatever was doing this, heard the engines protesting with bud moans as something held the powerful vehicle in place.

Understanding came a fraction of a second before the view through the windshield confirmed the worst.

“No!”

A serpentine ribbon of unbreakable adamantium curled into position less than a meter from where he sat helpless to stop it. It was followed by a familiar sneering face, beneath soupbowl bangs now half-white from snow accumulation.

The old man whispered the newcomer’s name: “Octavius!”

This was going to be very, very bad.



Chapter Fourteen



Several hours earlier.

The Old Soldier returned home both battered and weary after a battle fought on the far side of the world. It had been a hard fight against hard people, in an arena where the value of human life was not an ideal to be cherished but a price to be paid. He had won, if you could dignify walking away with such a name, but he had needed to compromise himself in fresh ways in order to emerge as the last man standing. Sometimes he could live with that. Other times, it left a hollow where his heart was.

He returned home an hour before dawn, to a country landscape buried beneath a light dusting of snow. He knew, less from any weather report than from his own personal instinct for such things, that more snow was coming sometime after dawn. That might have cheered him, at other times. He had always felt most at home in winter. Indeed, he was so inured to cold that he greeted the freezing temperatures, not with a bulky winter coat of the sort necessary for folks less talented at holding on to body heat, but with a battered old leather windbreaker, more appropriate to early spring than one of the coldest days of the year. On a normal night, the raking wind, cutting through its flimsy material as if it didn't exist, would have struck him as the touch of an old friend. But on this particular night he had just returned from a battleground even colder, blanketed by a snow that by the end of the fight was not pristine virgin white but instead a filthy free-flowing scarlet, marking the last resting place of both vicious killers and also the innocents he had failed to save. Tonight, for once, the Old Soldier craved warmth. Comfort. He was a man who never showed his age, but who nevertheless felt old; a man who did not bruise easily, but who was nevertheless bruised; a man who did not tire easily, but who was tired; a man no stranger to

darkness all his life, but who just this once craved a little light, a little smile, and a little reason to feel hope.

The Old Soldier returned to a darkened house resonant with the distant snoring of friends who had watched his back in other wars. They, at least, were enjoying a few uncharacteristic hours of peace. They did not hear him come in, and he did not try to wake them. He just moved from the foyer to the study, dropping his canvas duffle on the oriental rug before collapsing, exhausted, on the couch. He noticed that the fireplace was heaped with fresh wood. He considered starting a fire before the others got up, perhaps even surprising them with one of his rare offers to cook breakfast, but apathy got the better of him, and he just sank a little deeper into the cushions.

He might have drifted off into uneasy dreams if his keen eyes hadn't spotted the yellow post-it note on the coffee table. He might have ignored it too if he wasn't so pathologically conscientious. A low growl stirred deep in his throat as he sat up, took the note, registered that it was for him, muttered something definitely not nice when he saw that it was several days old, and bared his teeth when he identified the phone number written there as one that required immediate response. This particular sequence of digits belonged to an old contact of his who regularly provided him with hard data regarding several of the developing situations in which he took an active interest. Ignoring such a message was foolish at best and downright suicidal at worst. Feeling older than ever, the Old Soldier shuffled off to an elegantly appointed library in the rear of the house. It was dark in there, but he did not bother to turn on the lights. The cavernous space, which stretched four stories to a wrought-iron skylight, suited him as much dark as it suited the others well-lit. Books, ranging from valuable first editions to popular paperback novels, surrounded him by the tens of thousands on all sides. The Old Soldier, nobody's idea of a voluminous reader, sometimes wished he had more time to explore this treasure house the way it deserved to be explored, but knew that with his lifestyle such moments were fleeting and often interrupted by more pressing concerns.

The Old Soldier moved across the carpeted floor to a huge antique desk beneath a tinted window. He sank into a chair that dwarfed him, glanced with wry amusement at the book left open on the desk blotter—a rare 1937

edition of the Frederic Prokosch adventure novel, *Seven Who Fled*, which had been based in part on his own travels in the far east. He wondered if his friends would believe that, decided it was an experiment best left untried. He then took a customized cellular phone from the top drawer, ran the latest encryption and anti-trace software to avoid unauthorized listeners, and dialed, not the dummy number on the post-it, but the genuine number he was meant to call back instead.

The phone rang exactly once. A voice distorted by electronic filters to sound exactly like a friendly announcer said: "Hello! Welcome to Movie-Fone! If you know the name of the movie you want to see, press or say One!"

The Old Soldier growled a word considerably ruder than, "One."

It wasn't the most dignified sign and countersign ever devised, but the Old Soldier preferred it to the traditional "The Rooster-Crows-At-Midnight" stuff.

"Yeah," his informant said, now speaking in his own accent: a mix of Ivy League and Brooklyn. "Took you long enough to call back. Where the hell were you, last couple of weeks?"

"Out of town," said the Old Soldier. "Way out of town."

"Where?"

"No place you'd like."

"Ha. My fault for asking. No place you frequent is anyplace I'd like."

The Old Soldier could have taken that as an insult, but it happened to be literally true, so he let it pass. Words couldn't harm him. And sticks and stones couldn't break his bones, either, as far as that went... so he supposed he had nothing to complain about. He grimaced anyway as he pulled a cigarillo from his shirt pocket. "Anyway. You answered on the first ring, so I figure you're up."

"Up's an understatement. This is a white-knuckle all-nighter."

"Yeah?"

"Yeah. This is big. It's connected to two of your hot buttons, and going down any second now. I may have to cut out in a hurry."

"Then tell me already. What's the hit?"

“It’s not one hit. It’s two. Two separate hits. It’s easy to miss the connection between them unless you take a closer look—”

“Just talk. If there’s a connection, I’ll see it.”

His informant took a deep breath. “First and least. From our mutual friends in the NSA. There have been some inquiries regarding your old colleagues. The Parkers.”

The Old Soldier sat up straighter. “Richard and Mary Parker?”

“The same. Didn’t look like much at first. A *Daily Bugle* reporter named Ben Urich pulled some strings to get copies of their, personal files, then asked some questions about their activities in Prague.”

“*Daily Bugle*?” The Old Soldier curled his lip at the thought of several of its more aggravating editorials. In his estimation, the rag rivaled the *Weekly World News* for yellow journalism. “Hey, doesn’t their kid work there?”

“Exactly. As a photographer. Which is why I say this part of it is probably nothing. As far as I can tell, the bulk of Urich’s inquiries have nothing to do with the infiltration against the Croesus operation, but focus instead on whether the Parkers ever had a baby girl named Carla May Mendelsohn. The way I analyze it, Urich’s probably just being a pal, helping the kid find out if he has a long-lost sister or not. It’s kind of sad, really. Almost makes me want to call up the kid and let him know.”

“Yeah,” the Old Soldier said. His eyes narrowed. “What else?”

“This major operation we have going down in Manhattan? It’s connected to the main man behind Croesus—your old pal, Gustav Fires.”

The Old Soldier’s heart thumped. “You gotta be kidding me.”

“I wouldn’t kid about that. It’s him, all right—as nasty as ever. And keeping up with the times in that he’s finally gotten around to providing himself with a code-name. He’s calling himself the Gentleman now.”

His informant gave him a quick rundown of the past few weeks, covering the Sinister Six’s Day of Terror, the assault on Rand-Meachum, and Spider-Man’s involvement in an inter-agency operation to stop the destruction of the world economy.

The Old Soldier barely heard it. He was too busy thinking of a certain torture chamber in the hold of a certain yacht where he'd spent several days taking a tour of hell until the Parkers had come to rescue him. He had suffered greater torments in other places at other times, but not often, and he had watched other dirtbags escape without paying for their crimes but couldn't think of more than four or five whose getaways had rankled him more than this one. After years of no word, he had almost resigned himself to the belief that the old bastard must have passed away peacefully in his sleep. Under the circumstances, he wasn't sure that word of the old man's continued health qualified as good news or bad. He started to say something creative about his plans for the old man's heart, then had another thought. A disturbing one. "Aw, hell. Wait a minute. This ain't good. You mentioned the Parker kid?"

"The photographer? What about him?" "Never mind," the Old Soldier said. "I'll be in touch." "B-but... Fiers! Our situation! Don't you want to —" "You have a big team on that already," said the Old Soldier, who was not beyond regretting a lost opportunity to go after an enemy he'd wanted for years. "Right now, I have somewhere else I've got to be!"

He hung up the phone and ran from the room.

The Gentleman had killed more men by guile and deceit than a prolific serial killer could in a lifetime, but he was not Octavius—nor was he the kind of powerhouse capable of surviving ten seconds of the Doctor's wrath. He needed an edge.

So he unstrapped himself and bolted from the cockpit, stopping at the coat closet where he'd stashed both the coat and the handgun it harbored. It was the only item of clothing in that coat closet, but he fumbled anyway as he groped through its pockets, first selecting the wrong one, then upon finding the correct pocket getting tangled up with a cloth handkerchief that insisted on interfering with his access to the weapon he needed. Even after he got his fingers around the grip, he couldn't seem to pull it from the pocket itself. The unbearable sound of metal sliding against metal, which seemed to fill the world all around him, was enough to rob him of all his strength and all his coordination. Because he knew Octavius. He knew what the man was capable of. And he knew that the handgun could not possibly be enough.

Just as he managed to pull the handgun from the coat pocket he stumbled, and knocked over the useless wolf's-head cane which he'd stowed against the wall. It fell against his knees and fell with a thud into the carpeting. He almost kicked it. Stupid old thing! What the hell use are you now?

Then he felt a draft of cold air, and he knew that he was dead.

He whirled anyway, raising the handgun, hoping for the lucky shot that would permit a stray round to get past the indestructible tentacles to a home in the Doctor's brain. Cold pincers closed around that wrist before he could even see the target. They applied not quite enough pressure to break his arm. He yowled and released the gun, which fell but did not strike the carpet. Another pair of pincers caught it before it had fallen half a meter, twirling it with as much verve as any Hollywood cowboy.

Octavius stood in the open hatchway, his grimace bearing as much fury as the storm that raged behind him. His soup-bowl bangs lay matted against his skull. His dark glasses had fogged from the passage from the storm into the warmer temperatures of the Gentleman's jet. His white suit sat wrinkled and sodden on his frame, but he was anything but comical, anything but diminished. As he stepped into the interior of the plane, pulling his tentacles in after him and using his flesh-and-blood arms to close the hatch against the elements, he was impossible to mistake as anything but a monster. Even so, his grin, as he deployed his two free tentacles to seize the squirming Gentleman by both ankles, was almost jolly. "If you think it's cold out there, you should have been at the Empire State Building. Penguins would have cried. If there's any consolation at all in the webslinger still being alive after all these years, it's in thinking how uncomfortable he must be in that glorified underwear!"

The Gentleman exploded. "Octavius! Listen to me! I—" The tentacle holding the gun snaked around the old man's midsection, squeezing just tightly enough to cut off the air that would have permitted the sentence to continue. All the tentacles retracted, pulling the Gentleman close, allowing Octavius to taunt him from across a gulf of inches. "No," the Doctor said. "You may be allowed speech again, at some point in the limited time remaining to you, but for now I think I'll impose the disciplinary measure you placed on that unfortunate ward of yours. You are commanded to

silence, except in response to direct questions. Any unauthorized words from you will result in a painful, perhaps even crippling, injury. You may nod if you understand.”

The old man’s eyes glistened with fear and frustration as he managed the nod.

That’s better.” Octavius released the Gentleman’s wrist and ankles, instead tightening the grip his remaining tentacle had around the old man’s waist. Depositing the gun in his jacket pocket for safekeeping, he ambled along the row of seats and down the stairwell leading to the plane’s cargo hold, his tentacles trailing the helpless, grimacing figure as he went. “You see, you made a serious mistake, you old fool.

“Well, actually you made a number of mistakes, which I’ll be more than happy to explain to you at length, but chief among them was the fatal assumption that I was as great an idiot as my colleagues. You thought I wouldn’t see your betrayal coming, or read the telltales that you, in your clumsy arrogance, provided me.”

The Gentleman’s eyes were mute pleas.

Octavius smiled at him as he inspected the array of treasures bundled up in the cargo hold, and the mechanism for delivering the canister into the chute to the bomb-bay doors. His inspection was cursory, given the time pressures, but enough to determine that all was in order. “The first telltale was the way you made such a big deal about paying us in cash. That in itself might have been easy to miss. After all, we would have required cash anyway. It’s a cash business, after all. But there was something about the way you kept emphasizing the word “cash,” italicizing it, even—to one with ears capable of hearing the difference—mocking it. Mocking us. Add that to the way you went to so much trouble to change your own cash to other forms of wealth—typified by that shopping expedition Pity bungled—why would you take such measures if you felt that all your cash was still going to be valuable? Consider also the way you glossed over the canister you had Pity and Electro steal: this canister. You said you had some purpose for it that benefitted our plan. And that may have been enough for the others, but was also enough to alert me that it had to be the instrument of your betrayal.”

Back up the stairs, the Gentleman's helpless form bobbed along like a pet at the end of a leash. Octavius moved toward the cockpit, where he knelt prior to using one of his tentacles to pop the cover off a circuitry panel.

"But there has never been any chance of you getting away with it. I've been tracking your every movement, both by myself and with agents, since the beginnings of our association. I've known about this jet, and your stash of valuables, for almost a week. It has been fascinating to inventory the steady accumulation, and delightful to know that all of it will soon be mine. It's been equally fascinating to bleed off and test a minute sample of your catalyst, in order to determine its properties—which were just about what I'd inferred, given your mocking attitude toward cash."

The pincers pulled out a circuitry board, smashed it, then tossed it into a corner; another tentacle pulled down an overhead first aid kit, ripping off its lid to reveal, among the bandages and antiseptics, a circuit board that might have been its twin.

"My most recent stop was just last night, after taking the Oltion device to its staging point beneath the Empire State. I came out to this airport, and made a few special adjustments to your electronics, to make sure that you would not be able to take off without me in the event the webslinger or his cronies delayed this delightful meeting of ours. But those—"

Octavius inserted the replacement circuit board in the position vacated by the first.

"—are easy to fix. See? All done."

The old man imprisoned by the adamantium tentacle looked around wildly, searching for something, anything, that might rescue him from destruction. Octavius, regarding this, laughed the cruelest laugh at all. "Ahhh. You are searching for your cane. You are thinking of the fail safe beneath that ridiculous wolf's-head handle. The red button that would set my tentacles against me."

The Gentleman's eyes widened with shock until Octavius closed them with an openhanded slap.

"Oh. Please," Octavius sneered. "You're surprised I know? That, I find downright insulting. You actually believed I would have no idea that you'd

made such adjustments to my cybernetics, that I would just blunder along considering myself untouchable while you rested secure in the ability to trump me at any moment.”

Octavius chuckled.

“That, my elderly friend, was your most ignorant mistake. You imagined my tentacles to be mere unfeeling machines, as much without life as your limousine or your jet or any other dead weaponry. But you heard me tell you of my psychic link to these beauties! You heard me say I’m connected to them—that I know them as intimately as I feel the flesh I was born with! I felt your little improvements, your little alien presences, as soon as the tentacles were returned to me! I was able to remove them the second I was first out of your sight!”

For a moment, just a moment, an errant doubt crossed the Doctor’s face.

“Of course, I still don’t know what the other button does, and I’m not about to push it until I have the leisure to beat it out of you properly. But right now I don’t care. Right now I’m going to give you your only chance of surviving until your natural death of old age. You may speak.”

The Gentleman’s voice was very frightened and very small, in the manner of a child well used to being tormented by bullies. “W-what do you want?”

“That’s good. But call me sir.”

“W-what do you want...” The old man nearly choked on the taste of the next word, but managed it.”... Sir?”

“Right now, since I do not know how to fly this vehicle, you will do what you were going to do anyway. You will take off, exactly as planned. You will release the Catalyst over Manhattan, exactly as planned. You will destroy the world economy, exactly as planned.” The coiled tentacles gave the Gentleman a painful squeeze. “You will do all of this knowing that I will have your neck in my grip every moment... and that it will now be I claiming the full proceeds of our partnership. If you do everything I say, without fail, then you will be permitted to live on, as my wretched manservant, darning my socks and cooking my meals in the palace where I’ll live in comfort as I arrange for the next phase in my conquest of the world.”

Octavius didn't ask for the Gentleman's agreement. There was no point in asking. He just uncoiled his tentacles and let the trembling, ancient figure slip from his grip and onto the floor. He stood there, grinning the grin of the playground bully, as the Gentleman rose to his feet, considered saying something, remembered with painful clarity the cruel Doctor's warning about the consequences of unbidden speech, and moved on shaky legs to the pilot's seat. The Gentleman's hands shook so hard by now that buckling the straps was almost beyond him.

"Are we in position for take off?" Octavius asked.

Did Octavius really not know? Or was it the groundwork for a trap?

The old man made his decision in a moment. "N-no. We to taxi to the other end of the runway. In these conditions, we have to take off to the south. Over the water... th-then turn around for the assault on Manhattan..."

"Get to it, then."

The Gentleman resumed his taxi. The jet moved slowly up the length of the runway, taking at a crawl the distance that he had planned only minutes before to travel at takeoff speeds. The view beyond the windshield was pure whiteout; this plane could take off in that muck, but for the old man feeling the weight of adamantium pincers at the base of his neck, it was a stark reminder that he had no allies, no rescuers, no master plan still at work: just this weak delaying tactic that might or might not provide him with the opportunity he needed to come up with an idea.

Octavius kept up his rant as they went, delivering many happy variations on the theme of his own unparalleled greatness and the foolishness of anybody stupid enough to oppose him. The words were familiar, of course; they would have to be, since Octavius shouted many like them even when he thought he was alone. But they had never felt so true to the schemer at the wheel, as they did now when he was denied even the right to speak up in his own defense.

The great, liberating brainstorm did not come. The Transtar reached the end of the runway. It turned in a half-circle and faced the road it had just travelled: one that seemed no more promising now than it had a second before. The radio, with volume set to zero, flared as the desperate

controllers in the Tower tried to ask the suicidal moron in the Transtar just what the hell he thought he was doing.

The pincers tightened just enough to establish that if Octavius wanted they could tighten still more and snap the unwilling pilot's neck. "No more delays. Take off. Now."

The Transtar began speeding down the runway, turning the chaotic windswept snow into streaks of brilliant light. The plane rumbled and roared with the pent-up energy of a bird eager for the skies.

And then a black slab rose from the tarmac ahead, swallowing the earth, swallowing the runway, swallowing even the running lights of the jet. It extended for what seemed to be miles in every direction, like a coming attraction for the darkness at the end of the world.

It was too late to stop. Just as the jet's wheels left the ground, the old man quailed at the solid wall up ahead and forgot the silence that had been demanded of him: "W-we're going to crash!"

"No, we're not," Octavius said. His voice was jaunty, his tone delighted. "It's just that little tart of yours, coming to the rescue too late. I wonder if that's means the wall-crawler's dead?"



Chapter Fifteen



Bucking tradition, the good guys did not arrive in the nick of time.

Although SAFE'S forces had already been at the airfield for several minutes by this point, they were by all meaningful standards too late. Deploying some personnel to speak to the skeleton staff of controllers in the tower, others to interface with airfield security, and still others to search the hangars, the support buildings, and the large number of small aircraft which had been parked outside in the storm, they did everything right but nevertheless failed to see what they'd come to find.

It wasn't their fault, really. The limited visibility, and the considerable odds against any airplane actually attempting to take off in this weather, had delayed their discovery of the lone jet taxiing for a takeoff on a runway already rated closed because of snow conditions. Given another sixty seconds to play with, they may have had time to make the connection.

But by the time the wall-crawler's spider-sense warned him of imminent danger, and SAFE'S receivers picked up the Tower warning any other traffic in the area of an unauthorized takeoff in progress, the Transtar was already rocketing down the runway at full speed.

Colonel Morgan's aircar, which was supervising the search from the air, came the closest to providing some kind of adequate response. Palminetti flew into the jet's path, hoping to discourage a takeoff. Pity cast a zone of darkness rising six stories from the tarmac. Morgan drew his blaster and fired at the oncoming plane. Saberstein yowled and gripped the nearest solid object for protection. Spider-Man tensed, readying a hopeless last-minute leap which might have smeared him as flat as a highway bug caught on a SUV windshield.

It was all for naught. The jet took off, passing so close over the aircar that the smaller vehicle spun in its slipstream. The inertial dampeners which normally provided both passengers and crew with some protection against turbulence and acceleration kept those aboard from being flung to the four winds, but not by much. Saberstein slipped and collided with Morgan, who slammed against a bulkhead and almost tumbled over the side. Pity grabbed the Colonel's arm and pulled him back inside the aircar. Spider-Man was forced to leap over her to grab Saberstein.

By the time Palminetti was able to bring the aircar under control, the jet was several miles south.

Spider-Man released Saberstein, who fell, gasping, to the aircar deck. "Well. That was interesting. Something tells me that wasn't a special charter to Club Med Jamaica."

Saberstein quailed. "R-remind me not to do that again."

Colonel Morgan tore himself loose of Pity's grip, cast her the kind of appraising glance that pretended it was possible to understand her, then rushed to Palminetti's side. "Give me good news, Vince."

The quadriplegic crisis analyst, immobile in his command seat, had survived the turbulence with more equanimity than any of his able-bodied colleagues. He looked green, but there was no sign of any discomfort in his voice: "I'm not sure I have any."

"Give me what you have."

"All right. We have at best a two percent chance that's not our boy."

"Who else could it be?" Spider-Man wondered.

"Any number of people, webhead. Drug dealers fleeing an imagined bust. Smugglers carrying contraband. Even a garden variety idiot behind the wheel, taking off out of sheer misplaced machismo—airline horror stories are full of them. But the coincidence would be pretty unlikely. It's almost certainly him."

"Almost certainly's not good enough," Morgan said.

"It's as good as we're likely to get, Colonel. I don't see him answering a demand to identify himself."

Morgan wiped blood from the lips from the back of his hand. “All right. So what else is wrong?”

“Our maximum airspeed,” Palminetti said. “It’s not quite up to his. If we could find some way to intercept, I might be able to match velocities long enough to enable a midair transfer—but catching up with him is not a possibility.”

“Can we field a shootdown solution?”

Palminetti spoke with the haste of a man who dared not allow himself a pause for breath. “We have missiles, sure—but if that is the right plane, a crash would release the Catalyst over much of Long Island.”

“Better than over Manhattan.”

“Still a disaster,” said Palminetti. “Especially if it’s not the right plane.”

The still-hyperventilating Saberstein pulled himself to his knees, wiped his brow, and managed a hoarse: “Have you noticed it’s headed the wrong way for an attack on Manhattan?”

The moment of silence that followed was a measure of how disoriented the tumbling of the aircar had left them; they normally might have been expected to pick that up first thing. Morgan spared Saberstein a glance, then turned back to Palminetti. “Talk to me.”

Palminetti checked his instruments. “They’re banking. Sharp turn to the west. Not as sharp as they could; they must be taking it easy because of the weather. They’ll be headed north in a minute—and flying right past us again.”

“With luck not into us,” Saberstein said.

Morgan ignored him. “Can we intercept?”

“Plotting their course...” Palminetti seemed to do it in his head. “All right. If we hustle, ninety seconds. I’ll just have to compensate for the slipstream.”

“Go for it,” Morgan said.

As Palminetti laid in a course, and the aircar veered off to the west to make one of the most important rendezvouses in SAFE history, Morgan turned to the super hero among his passenger list. “Spider-Man. Can you make it to the jet?”

“I can’t give you exact odds like Palminetti would. I left my calculator in my other tights.”

“Tough. With these stakes I can’t make do with just doing your best. If you can’t assure me with absolute certainty that you’ll make it over, we’ll have to try for a shootdown. Or worse, a ramming. No time to argue. Can you make the transfer?”

Spider-Man didn’t hesitate. “Yes, Colonel. I can.”

They had both forgotten about Pity, who chose that moment to advance to Spider-Man’s side and thump herself on the chest. Her beseeching eyes presented as eloquent an argument as any possible words. But both Morgan and Spider-Man took this offer about as well as they would have taken a meal of hot sand—Morgan because he still couldn’t afford to trust her, Spider-Man because he didn’t trust the odds of keeping her from harm.

Palminetti said, “Sixty seconds.”

Morgan said, “No way. She’s a Federal Prisoner and she just wants to get back to the Gentleman so she can take his orders again.”

Pity thumped her chest again, this time twice, her eyes imploring.

“You may be right, Colonel. Unfortunately, I don’t think she and I can fight it out now. There’s not enough time for one of us to win. If she wants to come — I’ll have to let her.”

The running lights of the fugitive jet were already visible through the storm.

Palminetti said, “Thirty seconds.”

The aircar started to shake.

Morgan moved a fraction of an inch closer to the web-slinger. “And when she turns on you, out there? Are you prepared to save Manhattan by any means necessary?”

Spider-Man knew what the SAFE leader was really asking: whether he could kill Pity in self-defense. He also noted that Morgan had said “when,” not “if.”

Provided more time, he might have given Morgan the answer that question deserved. He might have said that though he’d given in to rage, even murderous rage, once or twice (that he had, in fact, been driven so

close to the edge by outrageous provocations that only luck and conscience had prevented him from ridding the world of people like Octavius, Norman Osborn, and a certain two-bit burglar with his own hands), he had never been able to rationalize murder as an option. Not under any circumstances. He had always fought for life, because he passionately believed in life even for those who would have taken his without a second thought.

He might have said all that, if he'd had the time.

But the runaway jet was almost upon them. It was going to pass less than twenty feet above their heads. Palminetti was already giving the aircar the burst of speed to match velocities for the few seconds Spider-Man and Pity would need to transfer from one vehicle to another. Any further talk, and the opportunity would be gone.

"Matching velocities," Palminetti said. "Ten seconds, maybe less."

Spider-Man curled an arm around Pity's waist and said the only thing he had time to say: "Can't chat, Colonel! You know how it is when you have a plane to catch!"

They leaped together, just as a wall of silvery metal passed directly above them.

For the three men remaining aboard the aircar, the departure of the two paranormals was like a hammer's blow. Spider-Man and Pity pushed off with so much force that the recoil made their own vehicle drop thirty feet; the temporary loss of control, combined with the struggle to counteract the turbulence surrounding the jet, almost sent the aircar into another tailspin.

This time Saberstein was able to fight off the temptation to yelp. He just held on with as much strength as his fingers could summon as the runaway jet disappeared into the howling storm, now carrying a pair of fragile stowaways on its undercarriage.

By then his ears were ringing so much he almost didn't pick out the lower roar of Colonel Sean Morgan's voice, shouting at him.

"What!?! " Saberstein cried back.

The first few words of Morgan's question disappeared behind the ringing in Saberstein's ears, but he caught the rest of it."... on your observations, do you think she'll turn on him?"

Saberstein wanted to believe that Spider-Man had gotten through to her, but was forced to give the honest answer. “It can go either way, Colonel! Depends on what they find up there!”

“And who!” Palminetti said.

Morgan whirled. “What?”

“Just got word from one of the ground teams. We have a new development...”

It was one thing to cling to the side of a building in inclement weather.

It was another to hold on to the underbelly of a massive runaway jet well on its way to breaking the sound barrier during the storm of the century. This was not an experience Spider-Man would have recommended to anybody, even J. Jonah Jameson.

The wind battered him and Pity like a succession of punches, making both their costumes and the flesh beneath them ripple like pondwater. Worst of all was the snow itself. They were fortunate enough not to have to contend with hail, which at this velocity would have ripped through their flesh like machine-gun fire. But the snow was itself half-frozen and hard as grit, which made the experience a lot like being sandblasted.

Making headway against that wind was next to impossible. Making headway while a woman who had tried to kill him less than an hour ago brought up the rear was impossible times ten. Spider-Man’s fear for that woman’s safety complicated things still further: he kept wanting to turn around to make sure that she was still holding on.

She was in his league. Better than him in some ways. He had to remember that and can the protective brother act for now.

He grabbed the wing, and held on as a wind-shear dropped the jet twenty meters and left his legs flapping in the slipstream like banners. Another dip and he was almost torn free. Pity, pulling herself up onto the same wing, seemed to suffer no such difficulty. Spider-Man scrambled forward, planted the adhesive soles of his feet against the wing surface, and resisted the temptation to freeze in place out of craving for some imagined relative safety.

(Trade secret: sometimes this stuff was scary.)

The wind chill factor ripped at his body heat. Now, from the way his uniform was flapping, he found himself in imminent danger of having his pants peeled off by the storm. He grimaced. Please, not that. Being Spider-Man hadn't been the most dignified hobby in the world, but that would have been a new low.

Pity turned toward him, her short-cropped hair whipping her face like a thousand demons. Her eyes were mere slits shut against the wind. Her scarred cheeks were landscapes rippling from the acceleration. She mouthed something, but Spider-Man couldn't tell whether she was talking or just making lip movements.

For one nervous instant he remembered that she might be his sister, and that whether she was or not, they were both about to face the man who had stolen so much from them both. It occurred to him that if he were another man, he might have craved payback for what that monster had taken; maybe, if circumstances had been different, he would have had time to give that urge free reign. Right now, simple payback no longer entered into his thinking at all. The Gentleman had killed his parents. And others. The Gentleman had wreaked hell with his life. And others. The Gentleman owed him answers. And more. But all of that could be settled later. It was what the Gentleman wanted to do now that kept him going today.

Hmmm. I wear tights and I play super hero.

But maybe that's a sign of growing up.

He scrambled forward, closer to the main body of the jet. A line of brightly-lit passenger windows gave the air around them an eerie flickering glow. He popped his head up and saw neither William Shatner nor John Lithgow peering out at him in terror, but instead a double row of ordinary seats, all unoccupied. Better yet, this section of fuselage bore the seams of an emergency exit.

They weren't high enough to worry about explosive decompression, but pressure equalization was still going to make the air blow out out of there with a velocity they most assuredly did not need. He pressed his fingertips against the fuselage on either side of that door, and tapped both palms to shoot weblines at pointblank range. These he spun out to lengths of five feet

apiece, grabbing one while directing Pity to grab the other. She held on tight and waited.

He ripped the door loose.

The wind from the jet's interior tore the door from his hands and hurled it away into the sky before he could stop it: another potential burr in his conscience, if it happened to land on anybody's head. The jet lurched and dipped, almost but not quite bucking the two uninvited passengers into open space. Spider-Man's face and chest stung as dozens of tiny objects, from pens and pencils to loose pillows, hurtled from the plane and pelted him before disappearing into the storm. Pity grabbed him, adding her strength to his as they both leaped into the plane's interior.

her aside, and flipped her battered form toward the front of the plane. She smashed hard against the galley shelves. Octavius would have had no difficulty dispatching that same tentacle to finish her off, but he seemed to regard her as, at most, an annoyance: it was Spider-Man, the bane of his criminal career, who he wanted to dismember first.

Misrepresenting the history he and the webslinger shared, Octavius crowed: "I have smashed you a hundred times, Spider-Man! I have crushed you and defeated you and still you keep coming back to bedevil me! Why?"

Evading a blow that tore a gash in the paneling of the jet's private lounge, Spider-Man said: "I thought you were like the airlines, Ockie! I wanted to qualify for frequent smashing miles!"

"I will be happy indeed to experience the last of your witless jests!"

That's when gravity went berserk.

Both Spider-Man and Octavius were hurled off the floor and against the curved ceiling. Spider-Man managed to flip and hit that surface feet-first, while Octavius banged his head and fell back to the floor in a tangle of writhing metallic limbs. Seats smashed to pieces as his tentacles whirled about in random panic. Spider-Man, sensing the Doctor's moment of weakness, hurtled toward the man at the center of the cybernetic nightmare, hoping to get there before Ock recovered enough to protect himself again. But though he managed to strike the fallen villain a glancing blow across the jaw, a tentacle was still able to lash out and send him flying against the same forward galley where Pity had landed a few seconds earlier.

Spider-Man would have hit the wall, but then gravity went berserk again and the floor came up to meet him. Everything and everybody not secured in place tumbled toward the aft section. For one dizzying instant the aircraft seemed almost vertical. Spider-Man's adhesive hands and feet weren't at their best gripping carpet, but they kept him from tumbling down a cabin that had become a vertiginous well. He held on for all he was worth as his face and arms stung from the impact of dozens of plastic cups and ceramic plates that peppered him upon spilling en masse from the battered galley. Just above him, Pity gasped as the plane's change in orientation left her dangling from a wall that had just become the equivalent of a ceiling. Just below him, Octavius cursed as he used his tentacles to brace himself, and cursed again as the same litter that had pelted Spider-Man now reversed direction to hail against his face and upper arms.

When gravity went berserk a third time, the result of the unseen pilot taking the jet into a sudden dive, the same litter pelted all three unwilling passengers on this roller coaster from the opposite direction.

Spider-Man's SAFE communicator crackled again. Palminetti said: "Spider-Man! Your flight has become very erratic! Please advise!"

A tentacle groped for Spider-Man's ankle. He kicked it aside and sent back the response: "You know, you guys have a real knack for coming up with great moments to ask for updates!"

"What's happening?"

"I don't know! The pilot's having some kind of conniption fit!"

"You're over Manhattan now, webhead! Another dive like that and you're going to knock a hole through a building!"

Spider-Man looked "down" and saw Doctor Octopus advancing toward him again, pulling himself forward with two tentacles while groping for the webslinger with a third.

Shouting "Cowabunga!", a word that had accompanied another attack on Octavius one week earlier, Spider-Man let himself drop. He grunted in pain as one of the groping tentacles clipped his side, but felt a dark satisfaction as his plunge delivered a devastating kick to Ock's head.

A tentacle whipped around and seized Spider-Man by the arm, ripping him away from the Doctor's fragile human body. Its pincer clamped onto

the webslinger's flesh so tightly that Spider-Man had to give up some skin and muscle in order to tear himself free. Spider-Man leaped to the ceiling, then felt another rush of vertigo as the jet banked to the east, turning the cabin floor on edge again.

"That senile old fool!" Octavius grated. The ghost of a lisp in his speech testified to the damage Spider-Man's last impact must have done to his jaw. "Don't you see what he's doing, arachnid?"

"From the way he's flying, he must have spilled hot coffee in his lap!"

"No!" Octavius cried. "He knows I'm the greater threat to him, and he's hoping these maneuvers will throw me off balance long enough to permit his rescue at the hands of you and that idiot girl!"

"Not a bad idea, Ockie! He might have done even better, scheduling something bad for the in-flight movie! I hear ARMAGEDDON sucks!"

Octavius ignored him. "It was my own fault for being generous enough to offer him a chance at life! But he will learn the cost of trying to betray me again—"

As the jet leveled off one more time, Octavius advanced to within a few yards of his longtime enemy. But he didn't press the attack as zealously as he might have had this battle been taking place at sea level. Instead, he used two of his tentacles to anchor himself against the walls, and a third waving in circles before him to guard against another attack. The fourth would have been sufficient to batter Spider-Man I to hell and back. But it had another target. As it whipped past Spider-Man, it didn't engage the webslinger's spider-sense at all; it just went straight for the cockpit door and ripped it from its hinges. A familiar voice, the Gentleman's, cried out as Ock's tentacle lanced through the doorway, the nature of that scream switching from terror to agony in mid-breath.

Octavius laughed. "Have I gotten your attention, old man? Turn on the autopilot now! You and I have matters to discuss!"

An outraged Pity hurled herself at Octavius. The tentacle guarding him darted toward her with a force that might have torn a crater in her chest. Spider-Man had less than a heartbeat to decide whether to take advantage of Ock's distraction and go after him, or go instead to Pity's aid. He leaped up and seized the attacking tentacle with both hands, wrestling it away from

Pity. He wouldn't have been able to hold it for more or a second or two, with only his own strength to work with, but then Pity took his cue and grabbed the same tentacle from the other side.

Spider-Man and Pity stood together, trembling with effort, dedicating everything they had to holding this one tentacle motionless. The tentacle bucked and twisted. The deadly pincers at its tip clicked open and shut like piranha jaws, waiting for their opportunity to rip life from flesh, denied if only for this moment the mobility they needed to claim that dark pleasure.

Both Spider-Man and Pity realized that this was a wasted tactic. Now that they had the tentacle, there was nothing they could do with it. They both let go simultaneously, allowing the tentacle to withdraw, staring it down as it once again became a spinning shield separating them from Octavius.

"I will kill you both in a moment," Octavius told them, as if in apology for the delay. "Right now I have somebody else to attend to."

The tentacle that had invaded the cockpit came out wrapped around a writhing old man.

There was no arrogance in the Gentleman's demeanor now. His face was twisted in agony, his legs were kicking not so much in struggle as in helpless spasm. His hands, clawing at nothing beneath the girdled tentacle, were white and fleshy... not an old man's hands at all.

Pity might have been expected to leap to her master's aid, but she didn't. She just stood stock-still, twitching as warring impulses fought for supremacy inside her. She made no move to defend herself when one of Ock's tentacles came for her again. Spider-Man shoved her out of the way, crying out in pain as the sharp edge of one pincer drew a bloody line across his back. The webslinger moved quickly, certain that Octavius would press his advantage with another attack, but no. Evidently, the Doctor was serious about wanting to take care of the Gentleman first.

Given his good reasons for hating Gustav Fires, Spider-Man almost didn't believe he heard the next words coming from his own mouth. "He's just a helpless old man, Ock! Leave him alone and come for me!"

Octavius laughed. "I don't intend to kill him, Spider-Man! I need his piloting skills! But he still needs reminding who his master is, and he has

ears and several fingers he can do without...”

Fingers, Spider-Man thought.

Hands...

The tentacle that had attacked Pity twice now went for the immobilized Gentleman. Pity darted forward and placed herself between it and the man who had tortured her all her life, grabbing hold with both arms, managing by sheer force of determination to hold it in place even as the strain of that effort seemed about to tear her apart.

Behind her, the Gentleman watched with eyes gone very wide and very round.

Spider-Man, standing as still as any disinterested spectator, despite the additional two tentacles that now undulated toward him like angry cobras, hooted as the last connection clicked into place. That hand...

He whirled, sprayed a webline that miraculously penetrated all of Ock’s defenses to slam against the Doctor’s forehead, and shouted: “Pity! Let me worry about the old man! He’s none of your business! Just use your darkness to blind Ock!”

Confused, Pity took a single stumbling step backward as the tentacle she wrestled forced itself closer and closer to the whimpering old man behind her. Its pincers still snapped hungrily...

Spider-Man somersaulted over and around and above and under Ock’s remaining two tentacles, fighting his way to the man who commanded them. “Don’t you get it? We worried so much about Laughing Boy here that we completely failed to notice somebody *else* who went AWOL today!” He managed to tag Octavius with a punch not nearly direct enough to matter. “Somebody who’s always been much easier to miss in a crowd!”

The words burned like a lit fuse.

Pity got it first. She released the tentacle she’d been wrestling, raced it to the side of the old man it sought, and slapped that imprisoned figure across the face with the flat of one hand.

The Doctor got it too. He began to shout something about the cost of betrayal. But then a sphere of darkness, cast by Pity, materialized over the

top half of his head, blinding him much as shots of Spider-Man's webbing had, so many times in the past.

A tentacle slammed Spider-Man against the fuselage.

As for the old man the Doctor held in his coils, who was even now blacking out from the pressure—

—well, he wasn't old at all.

Nor was he the owner of this jet, or the mastermind behind an attack on Manhattan.

He was just, as Spider-Man had figured out, a nobody named Anatoly Smerdyakov. The Chameleon.

Whose face was now nothing more than a smooth white mask.

Several minutes earlier, just after Pity and Spider-Man managed their midair transfer:

The SAFE agents who had fanned out among the support buildings of the airfield, before the jet's getaway, were still continuing their search of the grounds. Few expected to find anything under the circumstances, but there was still no confirmation that either the Gentleman or his Catalyst were aboard that plane.

Dr. George Williams was warming a seat in an aircar hovering outside Hangar E. It galled him to be sidelined like this. He ached to participate in the search himself, but he was an old man, with one leg stiffened by a past stroke; he knew he would only slow down the younger and more able-bodied agents of SAFE. Besides, much as it tormented him to think so, the ground search was probably a waste of time at this point. The real fight was in the air, and it would probably end with his lifelong enemy eluding him once again.

Then the two agents who had rushed to check out Hangar E came running out. One, Agent Annanayo, ran directly to him and said: "Sir! What kind of Doctor are you, exactly?"

Williams blinked. "Economics." He had gotten his doctorate in 1934, before moving on to the United States Treasury.

"Dammit," Annanayo said.

Williams studied her face, uncomprehending. Why would she want to know about his Doctorate?

And then, all of a sudden, he knew.



Chapter Sixteen



Gustav Fires, aka the Gentleman, lay sprawled on hard concrete, choking on his own life blood.

It was odd indeed, that taste.

Not just in the sense that it seemed fouler and harsher than the miniscule previous tastes he'd experienced under more routine circumstances like dental appointments and cut fingertips; that had been as coppery as people said. But this was something else. It was thick and sickening, flavored with everything else that had been shattered inside him. Whatever the precise ingredients of that grisly cocktail might have been, it was impossible to taste it without knowing that no other flavor... not cognac, not gourmet food, and not a single unobstructed breath... would ever pass his lips again.

The surprise was that the taste, like his life, continued to linger.

He had been expecting to die, or at least to pass out, for several minutes now, but some cruel providence, (helped along, perhaps, by the preservative qualities of the freezing temperature inside the hangar), had slowed his bleeding, delayed his death, and tethered him, unwilling, to this world that would never again have cruel pleasures to offer him.

For all his supposed superiority, Fires did all the mundane things dying people are supposed to do. He denied that this was happening to him. He fantasized that medical authorities might come in time to save him. He raged at the unfairness of it all. He relived his entire rapacious existence, over and over, lingering at the high points. His escapes from the *Titanic*, the *Hindenburg*, the Cocoanut Grove, and the *Andrea Doria*. His childhood joy at sitting in the automobile his father's business associate Professor Fate had used to win the race around the world. His early infatuation with a lady opium smuggler in China. His wry amusement at watching the inept spy

ring in which he had just wisely divested all interest fall to pieces at the hands of a nobody ad exec named Thornhill. He recalled his investments in AIM, in HYDRA, in certain Presidential candidates and in corrupt regimes from Rumania to Zaire. He swelled with pride, relived his successes a thousand times... and then found himself back where he had started. Here. Gasping, dying, despairing, marinating in a puddle of his own blood as he tried not to think of how foolishly he'd allowed himself to be betrayed.

One sequence of events insisted on playing itself out again and again. He remembered his annoyance at the chauffeur, Serge. His plan to murder Serge out of annoyance at the man's incompetence. Serge as dull and unsuspecting as any other beef being led up to ramp to the slaughterhouse. Then Serge's face turning soft, rearranging, the previously convincing veneer of flesh turning smooth and plastic and inhuman. Smerdyakov standing revealed, mad triumph shining behind the two narrow slits in his mask. Smerdyakov then changing again, turning into Fires himself this time: the last step in his own master plan to claim all of this operation's proceeds as his own.

The Gentleman remembered thinking. *But I'm superior...*

Then the mask-faced reprobate had gunned him down, relieved him of all the valuables on his person, stolen the wolf's-head cane so crucial to his revenge on the Parker brat, and left him to die like any old man mugged for pennies on the street.

The confusion tormented Fires more than the pain. How had it happened? How had he not recognized that chauffeur, Serge, as the Chameleon in disguise? Hadn't he always been able to see through that idiot's disguises before? Hadn't it always been easy for him? Hadn't he always been so impressed with his own perspicacity?

Could it be—this part being the most unbearable—that the Chameleon had been planning this for years? Had in fact been deliberately allowing Fires to see through all those other masks, all those other times, as a way of rendering Fires too complacent to anticipate the deathblow the Chameleon had always intended to inflict at the moment of greatest possible profit?

The Gentleman tried to find satisfaction in the knowledge that Smerdyakov couldn't know just how valuable a treasure that wolf's-head

cane was. But it was small comfort. Because he'd still been beaten. He'd still been humiliated. He'd still been murdered... even if he was not quite dead yet.

He barely registered the pair of SAFE agents who found him, examined him, then ran out, calling for a medical assistance. They had no hope to offer him.

He did come back to life, a little, when he saw another wasted, grim-faced old man standing above him, leaning on a cane of his own. The personification of Death? Or Smerdyakov, come back to torture him some more?

The old man said, "The youngsters have gone to summon paramedics for you. But I don't believe it will do you any good. You're dying."

The Gentleman grimaced with impatience. He knew he was dying. He didn't need the obvious underlined for him. He managed a word:"... who...?"

The old man said, "I'm Doctor George Williams. Remember me?"

The Gentleman did, if only vaguely. He had, after all, had so many enemies. This one had been an ambitious young treasury agent, from half a century ago. Fires had escaped him twice, once in Lakehurst during the *Hindenburg* affair, and later in Casablanca during the much more important incident that involved Captain America and the Invaders. He remembered holding Williams personally responsible for his losses, and swearing to teach the man a lesson for his effrontery.

The Gentleman should have been able to remember what happened next, but his thoughts seemed to be so unclear...

Then it came back to him, in a moment of painful clarity.

The pretty young woman Williams had loved.

The honeymoon night. The bomb in the hotel room.

The congratulatory telegram, timed to arrive immediately after the lovely lady's demise.

It had all been so delicious.

The Gentleman could only be grateful for the opportunity to leave this life on a note of triumph. "Yes... I remember you... and I still won... you

still wasted... your entire life... tracking me down... I still... lived a... long life...reveling in my... wealth..."

Williams tapped the concrete floor with the tip of his cane. "And just how much wealth do you have left now, Gustav?"

For a moment the Gentleman didn't understand the question. Then the full horror of it hit him. He had come to America with his fortune a fraction of what it had once been. It had still been a fortune, but he had spent it all paying the Six and buying his treasures. There had been several thousand dollars in his wallet, but the Chameleon had stolen that, and his ring, and his watch, and his wolf's-head walking stick, and flown away with it. Everything, from pocket change to art treasures, was on its way to Europe.

The Gentleman had nothing left.

"No," he whispered. "No. I will not... die a... pauper! Not... penniless!"

The other old man's lips curled. "Far be it from me to deprive you of something obviously so valuable to you."

He removed an object from his pocket. Something made out of copper.

Something he held up to the light so the Gentleman could recognize it.

A penny.

Then he hobbled to the other end of the hangar, and placed it flat on the filthy concrete.

Then Williams turned, flashing a grin as cruel as the Gentleman's own. He spoke in a whisper, but his voice carried: "If you try hard enough... you might be able to reach it before blood loss takes you the rest of the way to hell."

The Gentleman would have screamed, but he had no breath for screaming. He would have protested, but he had no strength for protests. All he had was his will, and his empty pockets.

moment to giving those two annoyances what they deserved.

He did not have time to make the decision before it was taken out of his hands.

Spider-Man's midair catch of the Chameleon had been neat enough to impress even him. But his quick leap back to the plane had been a lot like running headfirst into a brick wall.

The exterior of the plane, slick and slippery from the storm, hadn't wanted to cooperate with his adhesive abilities, either. He'd slid almost the entire length of the plane, burdened by the Chameleon's dead weight, before cementing his grip and starting to climb forward again. It took all his strength to manage it against the wind, and he knew it might not be enough. Smerdyakov was already in bad shape from the abuse he'd received from Ock, and wasn't going to be able to take more than a few seconds of these wind-tunnel conditions before shock or hypothermia proved too much for him.

Unfortunately, Octavius remained between them and even relative safety.

Clinging to the edge of the breach by the pincers of a single tentacle, Ock wasn't in all that good shape himself. His other three tentacles whipped about uncontrollably, controlled as much by the wind as by the confusion of a man too disoriented to know which way was up. The flesh-and-blood figure at the center of those flailing metal snakes shouted something that the wind whipped away. It might have been a threat, or even a cry for help, but he too was only human and this was not a place hospitable to the words of real humans.

Maybe Octavius was actually responsible for the trajectory of the single tentacle that seemed about to strike at Spider-Man. Maybe the threatening move was just a random twitch directed by a mind in too much distress to plan an attack that deliberate. Either way, the blow never struck home. The section of fuselage Octavius clung to chose that moment to tear loose, abandoning him to the howling wind.

Spider-Man ducked, using a hand against the back of the Chameleon's head to make the master of disguise kiss metal. A knot of churning tentacles with a screaming man at their center whipped by only a few inches over their heads. Spider-Man turned his head to follow Ock's unwilling flight and caught a nanosecond glimpse of a terrified man flailing at the center of what looked like a nest of angry snakes. Then Ock slammed into the tail assembly with a painful whang. A section of stabilizer wing snapped loose and followed the writhing eight-limbed man into the storm.

Spider-Man had never been one to wish death on anybody, even the madmen and murderers he fought. Nor could he make himself believe that this was the last he'd see of Doctor Octopus. Instead, he thought, *Maybe I'll have a few months without him this time.*

Or maybe not.

If he lives through that, I hope at least he has the decency to tell me how.

The jet banked. Spider-Man grimaced and crawled forward, defying the wind. When he reached the hole in the fuselage he jumped in, carrying the Chameleon with him. He wasn't surprised to find the violent wind whipping the interior as well; right now, the jet was a high-altitude wind tunnel, staying aloft by sheer momentum.

Palminetti's voice exploded in his ear. "Spider-Man! Our instruments say something just detached from your plane!"

Spider-Man tapped his throat mike as he examined the semiconscious Chameleon for wounds. The master of disguise seemed all right—battered, bruised, and in deep shock, but definitely alive. "I know all about it, guys. That was Doc Ock and part of our stabilizer!"

"How big a part?" Palminetti demanded.

"Big enough that I'm not gonna bother starting the articles in the in-flight magazines. The rest of the plane's a wreck, too. I have the Chameleon here. The Gentleman is—"

"We know," Palminetti said. "The real Fires is back at the airport. He died of gunshot wounds two minutes ago."

"Your people?"

"No. We found him that way."

Spider-Man wished he could be surprised by this development. He'd suspected something like that as soon as he'd realized it was the Chameleon, and not the Gentleman, at the controls of the jet. He wished he could feel satisfaction at the death of the man who'd arranged the deaths of his parents, instead of frustration at all the questions that might now remain forever unanswered. But he was not wired that way, and he had other things to worry about right now— among them, the screaming of his spider-sense

and what it seemed to say about the jet's sudden serious list to the right. "So what do your doodads have to say about how we're doing?"

"The good news is that whatever just happened broke off the circular course you were flying and gave you a new heading southeast, away from Manhattan. The bad news is that it isn't going to last long. Assuming the damage you've already suffered doesn't make you fall apart in midair before you get that far, you'll probably make it as far as the Atlantic."

Spider-Man web-cocooned the Chameleon and strapped him into one of the few seats not smashed by Ock's rampage. "Will it be far enough?"

There was a moment of silence as Palminetti digested the question.

Then the crisis analyst said: "Assuming the storm continues blowing out to sea, keeping the Catalyst away from the mainland before it dissipates... and assuming that you still have a pilot capable of keeping that crate in the air as long as possible... yes, webslinger. It will be enough. But on the other hand... even assuming you survive the crash, or rig some kind of workable parachute, the chances of us getting you out of that chop before you drown or die of hypothermia have got to be less than one in—"

"That," Spider-Man said, "is one I don't wanna know. Keep tracking us. I'll be back in touch in a few minutes."

He tapped the throat mike and fought the bucking floor and turbulent air all the way to the cockpit.

Conditions there were better, but still a long way from good. Pity was at the wheel, her brow furrowed, her neck corded with the effort of keeping the crippled aircraft steady. She spared a nanosecond's glance at Spider-Man, confirming that it was indeed him and not Octavius, before turning her attention back to the impossible task before her. She looked like she knew what she was doing. Spider-Man wondered just how often she'd been required to pilot planes without the voice that would have permitted her contact with the ground, and decided it was a question best left for another time.

The jet bucked again, the cabin behind them resonating with the shriek of tortured metal. Spider-Man winced as the telltale tingling at the base of his neck underscored just how close the jet had just come to breaking apart.

Then he sat in the copilot's seat, strapped himself in, and just to delay the inevitable, said: "Billy, do you like gladiator movies?"

She didn't react to that at all. Not even with the confusion he expected.

He hesitated. "You know which way we're headed, right?"

Her mouth was a cold hard line.

"Away from Manhattan. Away from your target zone."

She remained silent.

"You know that, and you're making sure that's how it stays."

No answer.

"Why?" he asked, desperate to know.

Again: not a clue.

It was maddening. She seemed to be doing the right thing, for the right reasons, but this could still be nothing but self-preservation on the part of a killer who knew when to cut her losses. He wished he had a telepath here. He couldn't remember the last time he'd so desperately craved a peek inside another person's head. But somehow, there was never an X-Man around when you wanted one.

The view through the windshield was a field of gray streaks.

After a moment, he sighed and gave in to the worst. "Pity... the Gentleman is dead."

That hit her. Her look of dark determination remained fixed, but her straight line of a mouth twisted at the edges, becoming a grimace. There was nothing lost or wan about her now, nothing that showed grief. There was just an anger as intense as anything Spider-Man had ever seen—though whether it was directed at himself, or at the man who had tormented her all her life, remained impossible to tell.

Then he saw the ghost of a tear glistening in her eye.

Mourning the Gentleman? Or feeling the grief that all victims of abuse feel, when those who have tormented them for so long die before the words of accusation can be spoken? Had she loved the old man, or did she mourn the same thing Spider-Man mourned—the lost opportunity to confront the old man with his crimes?

Spider-Man wanted to tell her that the Gentleman was not worth her tears. He wanted to tell her that she was free. He wanted to tell her that he hadn't changed his mind about standing by her as she faced the law. He wanted to tell her that the world was a cruel and dangerous place, which sometimes drove people like her to acts that their own better natures would have refused to permit from them. He wanted to say that he knew redemption was possible, because his entire adult life had been about atoning for the act of selfishness that had meant death for his Uncle Ben. He even wanted to tell her that she might have a family she didn't know about. But there was no time. And so he said the only words available to him. "I'm sorry."

That startled her.

He might have gone further, but that's when his damnable ear-receiver buzzed. Palminetti again. "Spider-Man! Come in!"

Spider-Man tapped his throat-mike. "Yeah, yeah, yeah. What?"

"Whoever's piloting that thing—"

"Pity," Spider-Man said.

"—has done a good job maintaining altitude, but you're over the Atlantic now... and our best projections say you'll be eating seawater in three minutes. If you have a plan for saving your skins, now's your time to implement."

"Thanks," Spider-Man said.

Colonel Morgan cut in. "We're not giving up on you, Spider-Man. Not SAFE, and not me. Stay alive and we'll find you."

"Staying alive is what I'm best at. But you'll find three of us—myself, Pity, and the Chameleon." He unstrapped himself, and asked Pity: "Any parachutes?" She shook her head.

"I figured not. So... trust me one more time?" She nodded, set the autopilot, and followed him into the passenger cabin.

The jet came equipped with enough flotation devices for forty passengers. Many of these were under the seats not destroyed by Ock's rampage; Spider-Man removed about two dozen at a dead run, tossing them into a pile at Pity's feet. He also stripped the overhead compartments of as

many pillows and cushions as he could find, creating another pile which the windswept Pity regarded with aghast skepticism.

“Don’t worry,” Spider-Man assured her. “I know how hard a jet goes down. But I’m used to working with the tools I have.”

She said nothing.

He began with the cocooned Chameleon, using his webbing to secure a layer of pillows around the unconscious villain’s form. He used up an entire cartridge just burying that in a spongy layer of webbing. Five life preservers followed, each of them buried by another layer of webbing; by the time he was done, less than a minute later, the reinforced cocoon looked less like a human being and more like a sphere.

“That’s triple-ply,” Spider-Man explained, as he began the same procedure with Pity. “It’s a weave I’ve used before—porous enough to admit air, but water-resistant. The good news is that it’s kept me alive in freezing water before.”

Pity, clutching a belt of seat-cushions around her body, raised an eyebrow.

“I was afraid you’d ask me that. The bad news is that my webbing evaporates in an hour. The flotation devices should keep us above water for a few minutes after that, but if we don’t get picked up quickly, the cold won’t give either of us time to drown.”

She made a falling gesture with one hand.

“That’s something else I’m working on. It’s gonna be close.”

He moved closer, to cover her arms with webbing, but she grabbed him by the wrist. It came as a complete surprise to him; his spider-sense, always wonky around her, hadn’t given him any warning at all. Nor was he fooled into mistaking the move for a hostile one; one look at her trembling face and he could tell it wasn’t. The presence of such fear, in this woman who had survived so much, surprised him until he looked closer and saw that it wasn’t fear, or even strong emotion. It was the stress of fighting herself, of summoning the voice that had been denied her for lifetimes.

She said, “Buh.”

It sounded like the first word spoken like a toddler: both thick and unformed.

“B-buh,” she tried again, this time almost choking on it. She closed her eyes and forced it out. “Baaaa.” The word choked off in mid-vowel. She grimaced in frustration and tried a last time, “Baaaaa...”

By the time that one choked off too, tears had rolled down her scarred cheeks.

Spider-Man ached for her the same way he ached for any other human being in pain, but the tingling at the base of his neck insisted that they didn’t have time for this. He said: “First things first, kiddo. We’ll get to that as soon as we’re through with this.”

She had time to nod once before the the cocoon covered her face.

He wrapped her in a triple-ply web-sphere following the same design as the one he’d made for Smerdyakov, quickly constructed a third sphere with the same number of cushions and flotation devices but with the addition of an opening large enough to admit himself, then connected all three with a series of web-cables and leaped with them through the gaping rip in the fuselage. He gave the leap all the strength he had, carrying them the equivalent of four stories straight up. The combination of turbulence and slipstream put a kink in his trajectory, almost arranging a sequel to Ock’s impact with the stabilizer. They cleared it, though, and as the jet moved out of his line of vision Spider-Man saw a violent churning oceanscape not nearly as far down as he would have liked. Web-cocoons or not, they were all still heading toward that certain death with a force capable of jelling them on impact.

He leaped to the top of the cocoon he might or might not have time to occupy and began to spin a broad, airtight sheet, anchored to himself and his crazy quilt lifepod with a series of strong cables. Spinning with one hand as he shaped his creation with the other, he only moved faster as it began billowing with trapped air. This one parachute would not be nearly enough.

Another, also anchored to the web-cocoons. This one larger, sloppier, spun with even more haste. More captured air.

An explosion up a couple of miles up ahead. The jet breaking up as it hit the water. All the Gentleman's treasures lost to the flame and shrapnel. The broiling hot gases banishing the winter for a few precious seconds. Hope for a shock-wave. More to fill the parachutes. Probably too far away to make a difference.

Keep spinning.

Spider-sense an agonized shriek. Every instinct in his body shouting enough, you've done enough, save yourself while you still have a chance.

Still descending too fast. Another parachute. Steer.

Flames down below. Updraft.

Catch that updraft. Fill the chutes. Gain altitude. Don't come down in the fire. Give the ocean enough time to disperse the oil, swallow the wreckage. Hope the flames continue burning long enough to bring SAFE.

Another web-chute.

Flames behind them.

Still moving too fast. Waves like hungry faces reaching up for them. White churning foam. Seconds. The web-chutes rippling like things desperate to avoid the water.

Something splashing up at him.

Spray. Each drop so cold it struck like a little knife.

Gusts of wind. Lashing snow.

The three web-cocoons shuddering as they grazed the top of a wave. Bouncing upward. Almost flinging Spider-Man into open air. A think, keen wail, mysterious until he identified it as the Chameleon, awake and howling from inside his strange prison.

The realization that his own costume was no longer red and blue, but as white as the snow that fell on all sides.

Bleached by snow?

No. The Catalyst. Released by the crash. Reacting to the dyes in his costume.

Winds, blowing it out to sea?

Civilization saved, or not?

No time to think about it.

Ocean a gaping maw below him.

Below all of them.

Spider-sense. Peaking again. No more time.

If this wasn't enough, nothing would be enough.

Inside the cocoon. Fast.

Web it closed. Fast fast fast.

Spider-sense going insane.

Wishing he had made one big cocoon for all three of them. Hard to accept the Chameleon as roommate, but no other way to know how the others were doing. How they were weathering the crash. If they were alive or dead.

Keep spinning. Close that hole.

Make a cushion.

Spinning.

Click.

Empty web-shooters.

No time to put in another cartridge.

Spider-sense letting him know - here it comes.

Impact.

Breath knocked out of him. A force so powerful it scrambled his senses, robbing him of the ability to distinguish up from down. A sensation of overwhelming cold, leading to the terrible certainty that he hadn't done this well enough—that the cocoon wasn't watertight after all, that the ocean would still come in.

This was it. He wasn't going to make it.

Colonel Morgan's voice, shouting in his ear: "Spider-Man! Do you read?"

Response beyond him.

Tumbling. The sensation of flying. Another impact, almost as bad as the first.

More tumbling.

The Chameleon crying out in pain.

No sound from Pity.

“Spider-Man! We’ve lost your signal! Come in! Repeat!”

Another impact.

Waves crashing down on them like hammers. “Spider-Man! Spider-Man!”

Please don’t think we’re dead. Or think what you want, I but try.

Do what you can. Save us. Impact again.

More screams. Not the Chameleon’s this time. His own. No more super hero. Not now. Just the same terrified kid who used to run scared from Flash Thompson in high school. Cold. Alone. Afraid. Head pounding. Concussion? Now? Blacking out.

One last prayer before darkness claimed him. *Mary Jane...*

Six SAFE aircars, detached from mopup operations in Manhattan and Long Island, flew as low over the churning surface of the Atlantic as they dared, skimming the wavetops as their respective pilots strained their instrumentation for signs of the survivors they all knew they weren’t going to find. Troy Saberstein, who had turned very grim very fast following word of the jet’s crash, scanned the water obsessively, seeing nothing but mist, churning whitecaps, and curtains of all-encompassing snow. He was sure that the webslinger was dead, doubly sure that there was something he could have said, some advice he could have given that would have provided Spider-Man a better chance at life. This was nothing new for him; as SAFE’S stress counselor, he had seen many agents he’d worked with fail to come back from missions. But he always felt it like a personal wound, much the same way such losses were taken by Sean Morgan himself.

Vince Palminetti said: “It’s been almost an hour, Colonel. The maximum projected survival time immersed in water of this temperature is fifteen minutes.”

Sean Morgan, studying the storm-tossed sea through infrared binoculars, cursing with every aircar vapor trail that muddied his vision, said: “For a normal human, maybe.”

“For anybody, Sean.”

“He’s survived extreme conditions before.”

“He has to have some limits.”

Morgan said, “And I’m not prepared to say this is beyond them. We keep looking.”

The Colonel’s voice, wound as tight as a noose, betrayed determination and nothing else. Some of the agents of SAFE, who liked to trade jokes about the Colonel being more military hardware than human being, might have mistaken his insistence for the mere perfectionism of a hardbitten commander incapable of seeing casualties as anything worse than a sign of sloppiness in planning. Saberstein, who had seen the grief of a bereaved parent finally catch up with Morgan six weeks after the death of his son, knew better. The man hid it well. But he took death—any death—like a slap in the face.

Palminetti frowned as he completed instructions for a new search pattern, then downloaded them to every other aircar in the rescue operation. “I still need you to understand the odds, Colonel. To believe he’s still alive we also have to believe that he successfully bailed out of a crippled jet in blizzard conditions. We have to believe he managed to slow himself down before hitting the water, and that he managed to avoid immersion. Finally, we have to believe it possible to find him, despite visibility approaching zero and a storm system that by this time could have blown him anywhere within a couple of hundred square miles. The chances of him surviving the crash at all are almost nil. The chances of him being able to stay alive this long are also almost nil. And the chances of us being able to find him before he drowns or dies of cold are almost nil as well. That’s three infinitesimals, multiplied. Calculate the odds and the number of zeroes after the decimal point exceeds—”

“Please don’t give me a figure,” Morgan said.

“I just want you to face the possibility that there’s nothing to find.”

“I’ve faced it,” Morgan said. “But we’re still looking. Don’t give me odds again.”

Palminetti indicated assent with a minimal nod, then returned to his search pattern.

Despite the climate-controlled environment within the aircar's ionic field, Saberstein still shivered like a man exposed to the subzero temperatures outside. He considered leaving Morgan alone in light of the discomfort the Colonel had always felt around him since their counseling sessions, but then joined Morgan at Palminetti's side. "Colonel."

The Colonel stiffened so imperceptibly that only a man who had seen him in full emotional collapse might have noticed it. "Troy."

"You're showing a considerably more than professional concern for the life of a man you claim not to like."

The Colonel looked nauseated. "Is that what you think, Troy?"

"That's what I know, Colonel."

"I don't like him," Colonel Morgan said. "He's disrespectful, infantile, obnoxious, and annoying. He doesn't give straight answers when stupid jokes will do. He doesn't do anything efficiently when a hotdog stunt will do. He doesn't think the rules apply to him. He has an ego the size of a planet and simultaneously a sense of self-esteem so brittle that I have to waste precious energy telling him that not everything bad that happens is automatically his fault. Worst of all, he's an amateur—with no training, no real knowledge of proper procedure, and nobody to answer to." The Colonel took a deep breath, held it, let it out with the reluctance of a man who wished he could have held it until nobody was looking. "He must have gotten his powers as a teenager. Nothing else could explain his appalling lack of maturity."

Saberstein, who agreed with the analysis a hundred percent, said, "And?"

The Colonel stared out at the pitiless storm. "And he does it for no money, no applause, no real gain to speak of, nothing but the conviction that the work needs to be done. He does it and he keeps his idealism doing it and he keeps fighting when any sane man would just lie down and die." Another deep breath. "I'm proud of everybody who works for me, Counsellor... including you... but I wish I had a hundred more like him."

There were any number of things Saberstein could have said to that, but he couldn't think of any that might have helped. Any reassuring lies he

could have offered meant nothing, in the face of the far more eloquent numbers offered by Palminetti.

And then the sky lit up.y.

It was the kind of radiance that might have preceded the blast wave of a nuclear explosion. It banished every shadow, every patch of darkness, every cold and gray and hopeless aspect of the day... and though its sudden blossoming should have blinded the searchers, it did nothing of the kind. It was warmth, and hope: a flash of spring in the middle of an all-encompassing winter.

Then it went away, restoring the world to the furious stormscape that made sense.

Colonel Morgan said, "What the hell was that?"

Palminetti said, "I read no electrical surge anywhere in range. That was psionic."

The light appeared again, filling the world. This time it was beautiful enough to make Saberstein gasp. All thought of giving up hope disappeared as warmth infused him, caressing his skin, giving fresh strength to his bones, bestowing upon him a peace he hadn't known since early childhood. When it faded again, in favor of the storm, Saberstein was not surprised to find his eyes brimming with tears. He wasn't alone, either; even Sean Morgan, the original no-nonsense man, seemed about to break into a giddy smile. "Somebody tell me what that was," Morgan said. "Anybody..."

"Another psionic burst," Palminetti said. His voice, which his disability limited to whispers, seemed hoarse for a different reason, now. "That was almost like... being able to dance. I haven't felt anything like that since..."

"Where's it coming from?" Morgan demanded.

Another burst, the brightest and most wonderful of them all, intoxicated them with its purity. This one almost robbed them of speech...and it might have left them paralyzed with their goofy senses of well-being, if not for the epiphany that struck Saberstein with the force of a thunderclap. He whispered it, "Pity."

Morgan blinked. "Pity? But she never showed any sign of being able to do something like this. We knew she could cast darkness, but..."

He got it.

So did Palminetti, but it was SAFE'S counselor who put their mutual realization into words. "The son of a bitch. He must have figured that light like this was of no use to him. He wanted darkness instead."

Another flash. This one less intrusive than the others. They could still see the storm beyond it, and still recognize it as dangerous. The high winds, the whiteout blizzard, and the thirty-foot swells still represented a deathtrap for anybody caught out there—but even so, they no longer seemed quite as terrible as before. The light brought the hope that had been hiding there all along back into sharp relief.

The idea that any man, even the Gentleman, could feel such light, and see in the young woman blessed to command it only a potential victim and assassin, was downright horrifying. But as long as that light shone, Saberstein still couldn't find it in himself to hate the man. He could only find Fires an object of—

"Pity," he murmured.

Morgan leaned over Palminetti's shoulder. "Tell me you can track this."

"Well ahead of you," Palminetti said. The screen before him bubbled with figures. "It's about four hundred meters away, Colonel."

"Get there," Morgan said. "Coordinate with the other units. I want every car we have searching that area!"

The light flared again just as the aircar banked to search its apparent source. It remained just as bright even after Saberstein closed his eyes in prayer, even as he imagined the hell suffered by a young woman with this gift inside her, who knew she had this gift inside her, but who had spent a lifetime being denied the chance to use it. He found himself sorry that the Gentleman was dead. He would have wanted to face the man, not to spit in his face as might have seemed appropriate, but to study what might have been an alien form of life only masquerading as human. He doubted it would make such greed and malevolence any easier to understand. He had faced other monsters in his days at SAFE, and it had never brought such understanding before. He supposed that in the end it was no easier than understanding somebody like Spider-Man.

The light faded, flared again, faded out and this time stayed out.

When it didn't come back, Saberstein said: "I hope we didn't just lose her."

"So do I," said Morgan.

"It may take a lot out of her," Palminetti said. "This cold—"

"—even assuming she bailed out without injury—" said Morgan.

"Yes," said Palminetti.

"The endurance it must take to stay afloat in this chop," Morgan said.

"I know," said Palminetti.

The aircar banked again. Circling. None of the three men were willing to speak, for fear of missing a cry too weak to carry beyond the storm.

"Come on," said Saberstein. "Come on..."

Another circle. Saberstein's fists clenched so tightly that his fingernails bit into the flesh of his palm. A million years went by. No sound. More circles.

Then Morgan said: "Did you see that?"

"I saw something, Colonel."

"Circle around. Get a closer look."

Pause.

"Where is it?"

"It was there a second ago. It keeps shifting... wait. There."

"What is that? Seaweed?"

Saberstein joined Morgan at the edge of the aircar.

Whatever they had just found was sudsy with a material that looked like foam, and as fuzzy at the edges as a lollipop dipped in lint. It might have been easy to miss if they hadn't been on the lookout for something, and they might have overlooked it anyway if not for the fortunate swell that lifted it up out of the trough that had hidden it, and the form of one semiconscious man, struggling to bear the weight of another.

The fuzz turned out to be webbing well into the process of decomposition, with indeed only a few minutes of life left to it. It might not have resisted evaporation even this long if the cold hadn't preserved it for the few additional minutes vital to keeping the two men alive.

The one who had been fighting to keep the other from drowning was a delirious Spider-Man, who was both half-drowned and half-frozen. His skin felt cold as ice when they pulled him from the ocean. He had lost all but one of his flotation devices as the webbing dissolved, and had been reduced to treading water. Although he couldn't have had direct exposure to the sea for more than a few minutes, his pulse was fluttery, and his body temperature was hovering somewhere on the wrong side of eighty.

The one he'd been fighting to save was the Chameleon, who had water in both lungs, was unresponsive to all initial attempts to revive him, and who seemed an even unlikelier candidate for survival.

Though SAFE continued its search for another twenty-four hours, there remained no sign of Pity at all.



Epilogue



No story ever ends. Life can be messy that way.

For those who survived, there was an aftermath.

The blizzard ended by midnight. The freakish weather maintained its reputation by following the storm with an unseasonal warm front. This did not exactly bring spring back to the citizens of New York, but the temperature did rise several degrees of freezing, and most people flashed smiles as they began to repair the damage that Mother Nature and the Sinister Six had done.

The rumor that the Sinister Six had in fact been seven, with the extra member being a mutant with the ability to summon convenient snowstorms, persisted despite denials by SAFE, the NYPD, and the meteorologists who had been tracking the powerful but entirely natural storm since before its earlier assault on Chicago. It remained a popular conspiracy theory, discussed ad nauseam on the Jay Sein and Cosmo the K show, until the next cataclysm hit town, perhaps all of two weeks later.

Spider-Man and the Chameleon were rushed to the SAFE Helicarrier for medical attention. Spider-Man, whose life signs were borderline at best, remained in critical condition for seventeen hours before stunning the medtechs with a somersault out of his bed. He refused an offer of further medical attention and accepted the offer of an aircar lift back to Manhattan. The Chameleon was transferred to Midtown General's security ward for further treatment.

The United States Coast Guard joined SAFE'S search for the missing Pity. She remained among the missing.

Max Dillon, aka Electro, was returned to custody and informed of Pity's apparent death. The sonnet he wrote in memory of his departed lady fair was the subject of several academic conferences in abnormal psychology.

Doctor Otto Octavius, aka Doctor Octopus, showed up alive a few months later, though he typically failed to explain how. His next rampage across Manhattan caused the usual millions in property damage before the (by then) long-recovered Spider-Man put him away again.

Adrian Toomes, aka The Vulture, escaped from prison, knocked over a few armored cars, and was soon back in prison, once again vowing revenge.

Anatoly Smerdyakov, aka the Chameleon, turned up alive a few months after Octavius... but this time, changed in ways that could only be attributed to a major life epiphany. That appearance, in which he declared himself a fraud and his life a failure, climaxed in his apparent suicide in a swan dive off the Brooklyn Bridge. This was just too bad for him, since that day's delivery to his secret maildrop included a letter congratulating him on his brilliance at outsmarting the Gentleman and offering him a membership in the Machiavelli Club. He would have been thrilled, but he never saw it.

Quentin Beck, aka Mysterio, received routine medical care in prison, where for a time he wrote off his persistent illness as a bad case of flu. When symptoms returned, worse than ever, he requested and received a complete medical workup... and was told that he had both lung cancer and an inoperable brain tumor. His vow to go out with his greatest scheme ever resulted in several tragic weeks for another New York vigilante named Daredevil. Like Smerdyakov before him, he ended up as a suicide, having accomplished nothing of any note in his cruel and wasted life.

A front-page publisher's rant in the *Daily Bugle* attacked SAFE for nearly burning down the city during an irresponsible training exercise, and Spider-Man for nearly wrecking the Empire State Building in a malicious act of terrorism. An interior story by Ben Urich got the facts right.

The body of Gustav Fires, aka the Gentleman, was turned over to the National Security Agency, which performed extensive DNA testing to make sure that it was really him and not some unlucky imposter. When they ascertained that the corpse was indeed Mr. Fires, and legitimately, permanently dead, they turned it over to the city of New York, where he had

maintained his last known place of residence. New York could not find any friend or relative willing to claim the deceased villain's body. He was laid to rest, an anonymous pauper, in an unmarked grave in Potter's field.

Dr. George Williams, who had devoted his life to tracking down the Gentleman, survived his longtime enemy by six months. He was buried alongside the bride who had been murdered so long ago, in a ceremony attended by hundreds of friends. Colonel Morgan spoke the respectful eulogy.

Rand-Meachum closed down the facility wrecked by the Sinister Six and reestablished the liquid adamantium project in a new complex at a top-secret location in the desert Southwest. Dr. Philip Askegren resumed his research as soon as he recovered from his injuries, but resigned without results less than a year later. Soon after that all funding was cut, and all the data obtained up to that point was sold to Stark-Fujikawa for an undisclosed amount. The breakthrough remained elusive, which was pretty much a good thing, since it meant fewer indestructible shape-changing robots.

Dr. Cynthia Monella remained a field agent of SAFE. Her decisive action in taking out the Vulture did not prevent her from being placed on desk duty until she could be analyzed and judged fit by Troy Saberstein. Their sessions together were loud.

SAFE itself, as led by Colonel Morgan, remained instrumental in dealing with several major crises that threatened New York and life on this planet for many years to come.

Mr. Nathaniel Bumpo, the gourmand who got to see Spider-Man defeat Electro with a clever use of lasagna, returned to his apartment in lower Manhattan, where several months later he got to see the Punisher defeat a crazed Russian assassin with a clever use of sausage pizza.

For almost everybody, that seemed to be all of it.

But there was, still, a little bit more.

After a little side trip to retrieve his civvies from a certain air vent above Lindelmann's Bagelry, Spider-Man changed back to Peter Parker, then picked up Mary Jane at Jill Stacey's apartment so he could share with her the joys of mass transit back to Forest Hills. The journey was marked by many miserable sniffles from Peter and many murmurs of poor baby from

Mary Jane. He wanted nothing more than to curl up with a bowl of hot soup, the love of his life, and the stupidest daytime TV he could find.

They didn't speak much about the final battle-aboard the Gentleman's plane. Long habit had trained them to minimize discussion of his super heroic activities in public, even when they thought they were alone. It wasn't just to avoid being overheard, though that was definitely a consideration. There was also the fact that some of the things that happened to Peter in his "moonlighting" job weren't very nice, and strained their relationship even without Peter placing that particular subject of conversation on a tight leash. It sometimes meant awkward silences in public, but they always made up for it at home. What they managed at Jill Stacy's apartment was only the shortest of all possible exchanges. She said, "Pity?" He said, "I don't know." Then they hugged, and for a long time rode in pensive silence, sometimes sharing a few sentences about friends or the weather, the real unspoken topic of conversation between them being how good it was to have each other when the day was done.

The 800-pound gorilla topic didn't come up again until they were off the train and a block from home, crunching snow as they strolled arm-in arm through the quiet Forest Hills streets. One moment she was dishing the latest gossip about the messy romance between their friends Flash Thompson and Betty Brant, the next she leaned on his shoulder and said: "Are you going to be all right with this?"

He sighed, and spoke in a voice the texture of sandpaper. "I have to be, Red."

"That's no answer."

He fought off a morose sneeze. "No, it's not. But what can I say? I would have liked to meet Fires face-to-face again. I would have liked to make him answer for what he did to my parents. I would have liked to find out for sure if Pity really was who we were beginning to think she might be. And I would have liked to get her treatment for what that old creep did to her; it would have been good to see if I was right about her still being capable of something better."

He shook his head. "But the one thing I've learned about this crazy business is that I don't always get to see the happy endings I want."

Mary Jane tweaked his ear. "Except for saving some lives, putting some monsters back in prison, and, oh yeah, averting doomsday yet again. Poor underachiever you."

"Yeah," he said. His wan smile betrayed the hint of an impulse to argue with her, to claim failure yet again... and to know that she would allow him none of it. He changed the subject. "You still have any of that mulligatawny soup?" "From that recipe you got from your secret agent friend?" Clyde Fury had insisted on writing it down for him after the Sinister Six's Day of Terror. "Got some in the fridge. It'll heat right up."

"Good," he said. His hoarse throat made that note of approval sound a lot like something out of the mouth of the Frankenstein Monster; in another mood, he might have milked the effect, saying Soup Good, Fire Bad. But with the Carla May Mendelsohn mystery still hanging over his head, his reservoir of energy for such things was running about a low as it ever did.

They walked beside the front path of Aunt May's venerable old home, avoiding the path itself because their mutual absence during the storm had left it a sheet of glistening ice. (Better sand that before somebody trips, said the voice of the guy wearing Peter's Typical American homeowner hat.) Mary Jane got the door, and they went inside, finding the house a mite dim after all the reflected glare of the snow-covered lawns; home it was, though, and they both looked forward to a long lazy day of hot soup, friendly company, and Brick Johnson movies taped off cable... at least until Peter gripped her by the arm, shushing her with a look.

You can't be a part-time super hero's wife without knowing that look. She mouthed, what?

A gravelly voice carried all the way from the kitchen. "Don't bother, kid. I smelled ya comin' a block away."

Peter closed his eyes. "Oh, God. Not him."

Mary Jane could see from her husband's expression that he was still upset at the intrusion, but not frantic about the invasion of their home. "Who?"

"Somebody I know," he said. "It's okay, I think."

"Come on," said the voice in the kitchen. "I've only bee waitin' for ya a whole freakin' day."

They approached the threshold of the Parker family kitchen. There, seated at the table reading a Joe Lansdale novel and constructing a miniature Stonehenge of empty beer cans, sat a short, but stocky figure in jeans, cowboy boots, and a checkered red flannel shirt with the sleeves rolled up. The exposed arms were dense with hair and denser with corded muscle. Two other elements of his ensemble, a battered brown flight jacket and a brimmed cowboy hat, rested on the chair beside him. The man himself was rough-hewn and of indeterminate age; from the freshness of his features, it would have been easy to mistake him for a man in his twenties were it not for the considerably greater age implied by the harsh experience that burned in his black slit-ted eyes. He was a man whose face had always seemed most natural curled into a grimace, but was now, oddly enough, smiling—a friendly grin framed by a pair of muttonchop sideburns cut to match the hair that flared to points at both temples.

Peter knew this guy. He had fought him and fought alongside him. He had seen the way he operated. He was not happy about seeing this man at his kitchen table.

The visitor favored them both with a wave. “Hey, kid. Ma’am.”

On most other days, Peter might have exploded. Today he was too tired to show anything but grumpy exasperation. “What the hell are you doing in my kitchen, Logan?”

The visitor placed the latest emptied beer at the end of his aluminum-can Stonehenge, completing the illusion that the Parker kitchen table had just been settled by blue-collar druids. “Drinkin’ beer. Readin’ a Hap and Leonard novel. Waitin’ for you.”

“That’s no answer!”

“Don’t sweat it, bub. I ain’t here to cause trouble.”

Peter was still reluctant. “I just got back from a major blowout myself. I’m not really in any shape for a titanic team-up right now.”

“From the looks of you, I guess not. Naaah, like I said, there’s nothing to sweat. I ain’t here to draft you into any secret wars. Just wanna talk.”

“I didn’t think we were exactly on visiting terms,” Peter said.

“Which is one reason I’m tryin’ so hard to be blasted civilized about this. Come on, I brought my own brews, avoided freakin’ the neighbors, an’ refrained from fillin’ the place with cigar smoke. What else do you want?”

Still reluctant, Peter said, “Just talk?”

“How many times do I gotta say it? This is a friendly visit, for the sharin’ of information. An’ I promise you, you’ll be thankin’ me by the time we’re done.” Logan used a beer to gesture at Mary Jane. “Ya wanna start by introducin’ me to the lovely lady?”

Peter remembered the wife shifting uncomfortably at his side. “Oh. Ummm.” He didn’t believe this. “Mary Jane, this is Logan. First name, last name, all in one.”

“Like some of your model friends,” Logan supplied.

“Yeah,” Peter said, finding that clarification an added note of surrealism he didn’t want. “Logan, this is Mary Jane Watson-Parker. My wife.”

Logan raised a fresh can in salute. “Charmed.” .

Mary Jane squeezed Peter’s hand a little harder. “And?”

“And...” Peter hesitated, then took the plunge. “He’s in the business.”

His wife was not calmed. “Not the newspaper business, I take it.”

“Nope.”

“And not,” she said, raising her voice just a tad, “the modeling business either, right?”

Logan pulled the tab from the newest can. “Ha. That’d show a serious decline in the standards of beauty, all right.”

“My... moonlighting business,” Peter said, giving the word special emphasis.

“They call me Wolverine,” Logan supplied. “I’m one of the X-Men.”

Mary Jane’s grip on Peter’s arm didn’t loosen, but her voice sounded a trifle less lost. “I think I’ve heard those names once or twice. What side is he on, again?”

Peter didn’t take his eyes off Logan for a moment “Usually, the right side... even if he gets even less credit for it than I do. But that doesn’t mean

I approve of him, or that I consider him welcome in our home. He doesn't exactly play by my rules."

Logan didn't seem to take any particular offense at that. "Ain't always your biggest fan myself, kid. (Yer wife's different; I love her movies.) But, like I said already, this is a friendly trip."

Mary Jane, still playing catch-up, said: "And he knows about—"

"Has for a while now," said Peter. "Since the time he met Spider-Man and Peter Parker on the same day. See, he has a hypersensitive sense of smell that clued him in—"

Logan burst out laughing. It wasn't a sound that Peter had often heard from him, nor one that he had ever imagined. Usually, when fate required them to work together, Logan's demeanor was one of several possible variations on grim: either grim, or savage and grim, or world-weary and grim, or determined and grim, or just plain grim and grim. He wasn't quite as obnoxious about it as his teammate Bishop, with whom Spider-Man had once been stranded for several exceedingly uncomfortable days, but he had never struck Peter as somebody who ever laughed at all, let alone accomplished it with such sheer unguarded ebullience. "Sorry to burst your bubble, kid, but I knew who you were a lot longer than that. Since the very first time we scrapped, in fact. Could hardly miss it."

"You got your Dad's scent."

Peter couldn't have been more surprised if Logan had put on mouse ears and offered to dance the rumba. "What?"

"You heard me, kid. We knew each other, back in the old Intelligence days."

"You knew my Dad," Peter said, in a tone as flat as paper.

"An' your Mom, of course."

"Are you old enough?" Mary Jane wondered.

"Part of my deal, darlin'... I'm a lot older than I look." Back to Peter: "Anyway, they saved my life more than once."

"My parents," Peter said, again without affect, "saved your life."

"Yeah. We didn't work together all the time, you understand—they worked for your guys, an' I worked for Canada—but we partnered on a

number of joint operations, including the Croesus infiltration that came within a fingernail of nailin' your buddy Gustav Fires for good."

"You partnered with my Mom and Dad," Peter said, his voice still spooky with calm.

"Yup. I liked workin' with 'em, too. Wouldn't exactly say we were friends—I wasn't the kind of guy who let himself make friends back then, and still don't make 'em lightly these days—but I liked them. They were good people."

"You're not kidding," Peter said, in the manner of a man confronted by sentences that refused to parse.

"That's right. Fact, I was standin' right next to your Dad in the hospital, that day the Doctor gave him the news that your Mom was pregnant with you." Logan popped yet another pull-tab. "You know, I was the first guy to congratulate him, but I don't think he heard me. I never saw a spy that tough turn to so much mush so fast."

That did it. Peter rolled his eyes and addressed the ceiling. "Wolverine knew my Mom and Dad. Wolverine partnered with my Mom and Dad. Wolverine was the first guy to congratulate my Dad when the Doctor gave him the news that my Mom was pregnant with me. Wolverine's practically my Uncle. That's it, world. I only thought the Beyonder using my bathroom was the last straw. I only thought the talking duck was the last straw. I only thought the Disk Jockey was the last straw. As of this moment, I have just reached my lifetime saturation point."

He might have gone on from there, but that's when Mary Jane gave his shoulder a calming squeeze, said, "Oh, hush," and moved past him. Her smile, as she extended her hand to Logan, was warm and genuine. "It's always a pleasure to meet one of my husband's coworkers—as long as they are, in fact, on the same side; we haven't had much luck with the other kind. Tell me: Do you prefer to be called Logan or Mr. Logan?"

Logan shook her hand. "Logan's fine."

"Then why don't we move this conversation into the living room? We might as well get comfortable while you say whatever it is you've come to say. If you want, I'll even whip you up something to nibble on."

“My wife,” Peter said, still eyeing the ceiling in the manner of a man who imagined himself addressing a silent observer on the moon, “just invited Wolverine to have munchies in my Aunt May’s living room.”

“Never mind him.” Mary Jane gave Logan an apologetic shrug. “He’s had a rough day.”

Logan just shook his head. “Darlin’... you can’t spend much time in this business without having a bunch of days like it.”

The little gathering repaired to the Parker living room. At Mary Jane’s urging, Peter went off to change into fresh clothes that didn’t smell of bagels. Logan settled into a battered green recliner that had once been a favorite of Peter’s Uncle Ben and began to page through WEBS, a coffee-table book of Peter’s Spider-Man photography. Mary Jane, showed him an album containing the recently discovered photos of the elder Parkers, and Logan paged through that a little bit, too, sometimes smiling, sometimes grimacing at the waste. After a bit: “Ain’t seen these faces for a while. Brings back old times.”

“Good times?” she asked.

“Not always, in that business. I know this Chinese fella calls it a game of deceit and death, an’ he’s pretty much right about that. But sometimes you deal with folks who still have a sense of honor, an’ still try to do the right thing. Folks like the Parkers who still have their souls. That doesn’t happen nearly often enough.” Logan shook his head. “It’s a lot like this business your hubby and I work at, I guess.”

“In a lot of ways,” Mary Jane said, with feeling.

“It must help him to have somebody like you to support him when he gets home.”

“My husband and I support each other, Logan.”

“That’s what I hear,” Logan said. He cocked an appraising eye at her. “Y’know, darlin’... I don’t know if the kid ever told you this, but I have a partner named Bishop who shared a few rough days with your hubbie a few months back. Bish says Spidey talked about nothin’ else but gettin’ home to the missus. Now that we’ve met, I’m beginnin’ to understand why. You’re actually able to handle this crap.”

“I try,” said Mary Jane.

“I get the idea you do more than try. I get the idea you’re good at it. You know, you look a little bit like this other partner of mine, named Jean...”

Peter came back, dressed in loose gray sweatpants, a white pullover, and a dungaree jacket. His hop over the back of the sofa, which placed him at Mary Jane’s side, seemed no more deft than that which might have been accomplished by any suburban showoff his age; his recent dunking really had taken a lot out of him.

He sat there a moment, as boggled by Logan’s casual demeanor here as he had been in the kitchen. The man he’d encountered so many times when he was Spider-Man was a snarling, ill-tempered, catchphrase-spouting savage, as grim in his outlook on life as the Punisher before his morning coffee. This guy was still rough-edged, still dangerous... and still, Peter had to remind himself, a killer, which Spider-Man had never allowed himself to be... but he was also, in his rough-hewn affability, something hard to recognize in the Wolverine Spider-Man had known. Likeable.

Maybe that explained a lot about why he’d lasted with the X-Men for so long.

Disturbed, Peter said: “So. You knew my parents.” Logan flashed a grin. “Never saw the point in tellin’ you before, webhead—figured, the way we usually get along, it woulda just upset you for no reason.”

“You’re right about that,” Peter said. “But I’d appreciate it if you didn’t call me Webhead when I’m in civvies.” Logan nodded at that. “Fair enough, kid.” “That,” said Peter, “is not much of an improvement.” “Tough,” Logan said, with a genial just-kidding wink that Peter never would have expected from him. “Anyhow... kid... in case you’re wonderin’ why I happened to come today, I just got back from a little dustup outa town, and I found a message from one of my sources in the Intelligence Community. He’s one of these spotters I got, here and there, payin’ back old favors by givin’ me heads-up whenever they hear something about one of my hot topics. Most of ‘em mutant issues, of course...” “Of course,” said Peter.

“... but some other things, old business like your Mom and Dad among them. And when he told me that you were havin’ your pal Ulrich askin’ questions about what your folks did in Prague... an’ about Carla May

Mendelsohn in particular... well, between that an' the entirely separate news that you and SAFE were tanglin' with Gustav Fires, who's been on my unfinished-business list for years, I had a number of good reasons to rush right here. The very least among them, that you deserve some answers."

"I appreciate that." And how. Under the circumstances, Peter could only marvel at the depth of the gratitude he felt for Logan, whose ruthless tactics had always rendered him an uneasy ally at best. Glancing at Mary Jane, to steel himself for the truth, he let the greatest of his questions burst from him like a miniature explosion: "Was she Pity?"

Logan took that with all the aplomb of a man receiving a surprise slap across the face. "You mean, the one who was working with your pals the Six?"

"Yes. Her."

There was a moment of awkward silence, at that one.

And then Logan heaved a deep sigh. "Aw, cripes. Kid. It never even occurred to me that you might be thinkin' that. Is that what you thought, all this time?"

"She was the right age," Peter said. "The Gentleman had her parents killed just like mine. And though there's nothing genetic about my powers, hers mimicked mine in some ways. It seemed to fit. I knew it wasn't necessarily true, that it was probably a stretch, but..."

"Stretch ain't the half of it," Logan said. "Kid, I knew you were askin' about Carla May Mendelsohn being your sister... and I knew that Fires came to town with an agent named Pity... but I didn't draw that connection at all. Jeez. No wonder you smell so nuts."

"Are you saying she isn't?"

"Yeah, I'm sayin' that," Logan said. "She wasn't Carla May Mendelsohn. An' she wasn't your sister either. You never had a sister."

For Peter, the words were definitive. He could feel in them the weight of truth, as spoken by a man who had been present when the truth was fresh. He remained unsure just how he was supposed to take that truth. He knew it hit him hard, but the roaring in his ears and the flush of warmth rippling

down his back could have meant anything from overwhelming relief to equally overwhelming loss. Grateful at the very least for Mary Jane's comforting touch, he managed: "I didn't...?"

"I guess I don't blame you for bein' fooled," Logan said.

"You saw exactly what anybody investigating their activities was supposed to see. What they wanted you to see: a couple of American expatriates raisin' a kid in a quiet neighborhood in Prague. But it wasn't what was really happening."

Mary Jane exhaled a long sigh of understanding. "It was a cover."

"Bingo." Logan favored her with a wink, then turned back to Peter. "See, kid, your problem is, you and Urich only asked half the questions. You found out that your Mom and Dad were living in Prague as the Mendelsohns, but you didn't check on any background the Mendelsohns might have had before your folks took over."

"Which was?"

"They weren't made-up identities. They were real people, a couple of Defense insiders with a baby girl named Carla May. They were goin' for easy money by using their connections to smuggle classified information out of the country. The FBI found out what they were doing only after the whole family, including the poor kid, got wiped out by a drunken driver in Baltimore."

Mary Jane winced. "That's sad."

"Happens all the time, darlin'... but it doesn't always involve national security. Under normal circumstances they mighta been written off as a couple of little fish who escaped justice... but then somebody in the CIA noticed that your parents looked a little bit like them. They weren't identical, you understand... or even clones, which the scuttlebutt says you oughta take as good news. Just folks with similar faces an' body types, who mighta been able to pass for the Mendelsohns among folks who only knew the originals through photographs. 'Specially if the Mendelsohns first got off the merry-go-round for a while."

"Which is why they moved to Prague." Peter said.

“You ain’t as dumb as you act sometimes. The suits ordered your folks to spend a year or so livin’ somewhere out of the country under the Mendelsohn name. The plan was for your Mom and Dad to turn the local civs into witnesses to the Mendelsohns bein’ alive and well. After a while, the identities would earn credibility... an’ your folks, still holdin’ on to those names, would be able to provide the creeps who buy stolen secrets with any incorrect information your government wanted to feed them.”

“It’s pretty byzantine,” Peter said.

“Says the kid with the secret identity,” Logan said.

“And ghoulish,” Mary Jane said. “Using a dead family like that.”

“It can be a ghoulish business, darlin’. An’ don’t forget—the family was used that way only after they first sold out their country.”

“The baby didn’t,” Peter said.

“Yeah,” Logan agreed.

Mary Jane furrowed her brow in confusion. “But wait—if the real Carla May was dead, then who was the baby girl the Parkers had in Prague? Don’t tell me the CIA has undercover infants too!”

“Now, that’s an image to conjure with, darlin’. Naaaah, no undercover infants. Just locals willin’ to cooperate. In this case, a young mother whose hubby had abandoned her a couple of weeks earlier, leaving her penniless with a kid Carla May’s age. The Agency moved her into the flat next door to the Parkers, installed a connecting door so she could spend as much time with the kid as she wanted, sprung for food and board and things for the baby, and paid her big bucks for the privilege of letting the so-called Mendelsohns take the kid out in a stroller once a day. For the baby, it was just all one big happy family. For the Mom, it was ah opportunity to make enough money to give the kid a future. An’ for the Agency... it was just part of the cover story... at least until they decided to pull the plug and send the Parkers to Paris. Wasn’t much later that we met, actually.”

Peter objected: “But the photos of my Mom pregnant... and holding the little girl...”

“The pregger pictures are fake. Easy to do. Just stuff to have around the apartment in Prague, to make the cover look real. The ones of your Mom

holdin' the kid, well, I guess those were real enough. She woulda spent a lot of time with the girl."

"But she kept the pictures..."

"Why not? Think about it. After a year of pretendin' to be a Mom, she musta felt some attachment for the little tyke. This was a couple of years before you came along, so she probably took it as a dry run for the real thing. Your Dad pretty much felt the same way, I guess, which is why he felt he had to tell me about it, on one of the jobs we worked together. But please... kid... stop thinkin' that Carla May Mendelsohn was your sister. She couldn't have been. An' Pity wasn't your sister either."

"Then who was she?" Peter wondered, ready to punch something out of sheer frustration.

"I dunno. Never heard of her, before this business. I had some time to kill while I was sittin' here on my duff waitin' for you, so I used a secure line I brought with me to get some data on her an' the rest of this Six business from a source I have at SAFE. But that still hasn't helped me much... aside from giving me the idea that she was probably a mutant the X-Men coulda helped. But you say Fires had her parents killed?"

"That's what he told me. He betrayed her parents to somebody with reason to see them dead. The same way he betrayed mine. From what he said, even the circumstances were similar."

"I can see how that might look like it means somethin'," Logan said, "but ya gotta remember that Fires did that kind of thing on a regular basis. Maybe hundreds, even thousands of times. The folks he offed outa one grudge or another woulda been enough to fill a stadium. The kids he orphaned doin' it—and made a habit of goin' after once they grew up—coulda been enough to fill a small town. It don't mean they all came from the same family tree. Heck, even if everything he said was true, he mighta told you just 'cause he knew it was likely to screw you up."

"If so," Mary Jane noted, with a gentle hand on Peter's shoulder, "he did an excellent job."

Peter considered the long days of frustration and uncertainty, the moments where he'd doubted his parents, the fights with Pity that had left him wondering if he was fighting his own blood. He also remembered how

the Gentleman had gone out of his way to taunt him with Pity's past. Had any of that been part of the Gentleman's plan? How could it be when Mary Jane had found the baby photographs independently? And how could it not be when Fires had just happened to choose that moment to make his pilgrimage to New York? Could it be that Fires had somehow arranged for the photos to be found?

His ears still burned with the possibilities when Logan said, "Yeah. Manipulatin' folks an' messing with their heads was what he was best at. I know he almost broke me on the Croesus, before your folks burst in and saved me... an' watchin' him get away on that midget sub of his almost broke me again." He rubbed his chin. "Wanted him as much as I've ever wanted any of these creeps, an' if you know my history kid, you know that's savin' a lot. Anyhow. when I was alerted to what was about to go down in Manhattan, I thought I was finally gonna get my chance."

Peter knew from past experience that Logan could be relentless when he got the scent. "Why didn't you go for it?"

"For reasons that come back to you an' Fires," Logan said. "Because Fires liked to wait for the children of his enemies to grow up, so he could go after them as adults..."

"He told me that."

"An' while I had no way of knowin' whether Fires knew who you really were..."

"He did," said Peter.

"... his grudge against your folks meant pretty good odds he'd be plannin' an attack on your family sometime before he left town."

Peter blinked. "I thought you said you only came to set me straight about Carla May."

"I didn't say that. I said that tellin' you went down was the least of the reasons. Which is another way of sayin' I had more important ones. Specifically, I had to get here before Fires sent somebody after your little lady. An' a good thing I did, too, since it took me less than thirty seconds to sniff out the nasty radio-controlled firebomb he had tucked away in the basement."

The blood roared in Peter's ears. He found himself standing, the room spinning in ways capable of giving even an experienced webslinger vertigo. By the time he managed to find his voice, he discovered Mary Jane had leaped to her feet as well.

They both said, "*What!?!?*"

Logan's chuckle was soft, amused, and as close to affectionate as anything Peter had ever heard from him. "Oh, you think I just left it there without doin' something about it? Don't worry; I took care of it right away. Snipped the wires and dismantled the components. It's now a soggy, harmless mess soakin' in your upstairs bathtub. I'll dispose of it when I leave."

The stunned Mary Jane plopped back down on the couch, shaking her head in pure information overload. "And you're sure it was Fiers..."

"Can't be sure, hon. But the timing's right; if the scent's any indication, it musta been set sometime this past week."

Mary Jane spent several seconds considering that before rising to her feet, crossing the room, and surprising Logan with a grateful peck on the cheek. "You said we'd appreciate this visit, and you were right. We owe you a lot."

"Skip it," Logan grinned. "Gimme an autographed eight-by-ten glossie for the kids I work with, and we're square."

There was an awkward silence while Mary Jane and Logan waited for Peter to add his own thanks... but Peter, who had collapsed onto the couch only a second after his wife, was too occupied with another reaction entirely. He looked past Mary Jane, past Logan, past the walls that had been such an integral part of his life... and finally, past his own shock and exhaustion. He looked straight back to a moment aboard the Gentleman's plane, that he had not had time to consider until now. He said, "Buh. Baaaah."

Mary Jane said, "What?"

"Pity," he murmured.

"What about her?"

Peter's eyes burned with such an unexpected heat he had to blink several times to free them of the tears that threatened to blur his vision. "That's what Pity was trying to tell me on the plane. Before the crash. She almost choked with the effort, but she tried like hell to break through the silence the Gentleman had demanded from her. She said Buh. And then, Baaah." It felt sinful to have been present at such a moment of potential redemption, and missed it, but the truth of it was too overwhelming to deny. "She was trying to say Bomb. Maybe she knew it was my house and maybe she thought it belonged to somebody else... maybe she couldn't even say the whole word... but she tried. She tried to take a step back."

Mary Jane gave her husband a tight hug. "It probably helped her, at the end."

"Not enough. She deserved more. She deserved everything that monster stole from her all her life." He held Mary Jane tight, taking comfort in her presence, drawing from her the strength that even a Spider-Man needed whenever things seemed too hopeless. "She deserved a chance to be what she could have been."

Logan didn't rise from Uncle Ben's chair. "Yeah. Don't we all. But I should ask you one last question, kid."

"What?" Peter said.

"How long do ya have to be in this business before ya learn not to believe them dead unless you see the body?"

Peter, who indeed should have learned that lesson by now, was thunderstruck. He gaped at Logan, and then at Mary Jane.

Mary Jane wiped away a tear of her own. "Gee, Tiger. I thought even I had learned that one."

It couldn't be true for everybody. The Gentleman was dead. He'd been identified, pronounced dead, and shipped off to the morgue. The autopsy would leave him in pieces. Even Spider-Man, who'd seen his enemies return from seeming death time and time again, who burned with the terrible certainty that Dr. Octopus would soon turn up alive, unhurt, and more dangerous than ever... knew in his heart that the Gentleman had paid the final price. That much was a given.

But was Pity dead?

Peter didn't want her to be dead. He knew she probably was. He certainly couldn't think of any plausible way for her to have survived.

But he also knew that probabilities, and plausibilities, had never been deciding factors in his life. And now that Logan had raised the possibility, he found himself unable to let go of the gut feeling that she was somewhere on dry land right now: lost, friendless, alone, and terrified by the first moment of (however tentative) free will she'd experienced in a lifetime of cruel control by another.

If so, what would she do now? Would she retreat back to the familiar confines of her mental prison? Would she manage to break the rest of her conditioning? Would she manage to avoid becoming as great a menace on her own, as she'd been when the Gentleman controlled her every move?

And if she ever met Spider-Man again... would she be friend or enemy?

Peter didn't know. There was no way to know. In this life, there was no way of knowing anything. Not until it happened... and sometimes not even then.

But he knew what he hoped for.

I'm pulling for you, kid.

But even that was not the end of it.

Several nights later, in the hours after midnight, a lone woman stumbled north along the side of a rainswept highway in Maine.

Clad in thin black pants and a flimsy white jacket, she did not look even remotely prepared for the storm. Indeed, her clothes had just soaked up the wet and the cold, hoarding them, keeping them close, treating them like they and not warmth and shelter were the treasures beyond price on a night such as this. Her gait was the slow headlong stumble of a woman who only remained on her feet through stubborn refusal to fall. Her insistence on hugging herself, as she drove herself farther way from whatever she might have left behind, was less the act of a woman who wanted to stay warm than of one who needed that grip in order to keep from falling apart.

She had some things going for her, though. The rain may have been like a wall of needles driven by the most furious of winds, but the warm front that had just swept the Northeast had at least spared her the greater

hardships of a blizzard like the one she had survived. She may not have eaten for three days, but she still had a reserve of strength that refused to let her fall. There may not have been any lights on this stretch of road, but she walked in her own little patch of moonlight, that followed her with every step she took. And there may not have been any cars willing to stop for her before, but that was about to change, with the pair of headlights that now appeared over the next rise, and lit her up like a prisoner about to be interrogated.

The beams hit her head on, but she did not squint, nor did she make any move to get out of the road. She just faced those accusing white circles with an equanimity that might have been mistaken for apathy, and waited for them to bring whatever they had to offer.

The white van turned onto the soft shoulder and pulled to a stop. The driver's-side door opened, releasing a muscular young man in his early twenties. He was blonde and athletic, and dressed in blue jeans and a white pullover that soaked up the rain as completely as her own clothes had. He said, "Are you all right? You look like you're freezing out here!"

She allowed her chattering teeth to answer for her.

"Were you in an accident?" he asked.

More eloquent chatters.

"Oh boy. Look, I can't leave you out here. You wanna ride with us?"

She considered that all of two seconds, measuring the advantages of comfort against the inconvenience of unanswerable questions, before taking the single step that ended with her collapsing into the blonde man's arms.

The swoon was a real one.

The blonde man lifted her with no trouble at all and took her inside through the set of double doors at the van's rear. The total population inside the carpeted interior turned out to be four people and one Great Dane. Aside from the blonde man, the inhabitants consisted of one other man (a thin guy with terrible posture, a mop of unkempt dark brown hair and a goatee) and two women (one a short-haired brunette in a loose orange sweater, the other a tall and shapely redhead whose fashion sense seemed devoted to purple). The Great Dane made a quizzical whimper as it stared at the drenched newcomer.

“Oh my god!” the redhead cried. “She must be freezing!”

The guy with the goatee said, “She’s, like, totally wet! What’s she doing out here?”

“That,” said the blonde guy, as he grabbed a stack of towels from a box, “seems to be a mystery.”

The dog ambled over to give the woman’s hand an investigatory sniff. His tail gave one cautious thump as he whined again.

The blonde man handed a towel to the shorter of the two women, who immediately set about helping to dry the newcomer. “We’re going to have to get her to some kind of shelter, figure out what’s going on here...”

“Poor thing,” said the redhead, who had just noticed the scars on the freezing woman’s cheeks. “She looks like she’s been through hell.”

The freezing woman, who had seemed about to drift into unconsciousness, came to life at that moment. Grabbing the redhead’s arm by the wrist, she forced hoarse words through chattering teeth. “N-no...” ,

The redhead winced from the unexpected strength in the grip. “It’s okay. We won’t hurt you.”

“N-no...” The freezing woman closed her eyes, and with what seemed like an extraordinary effort, managed to say something else. “Not that. No... pity... ever again...”

The redhead understood then. “No. No pity.”

“Just a lift from friends,” the blonde man said, as he reclaimed his place at the wheel.

The freezing woman smiled then. It was impossible, for any of the passengers looking at that face, not to suspect that it was the first smile that face had known for a long time.

A little island of warmth, which was exactly what the freezing woman needed, the van pulled away from the side of the road, and roared off into the night.

And if she ever met Spider-Man again...

THE END?